MARVEL

ULTIMATE SPIDER-MAN®

VOL 12

SUPERSTARS

ULTIMATE SPIDER-MAN

SUPERSTARS

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66
BAGLEY!
BANONB

67

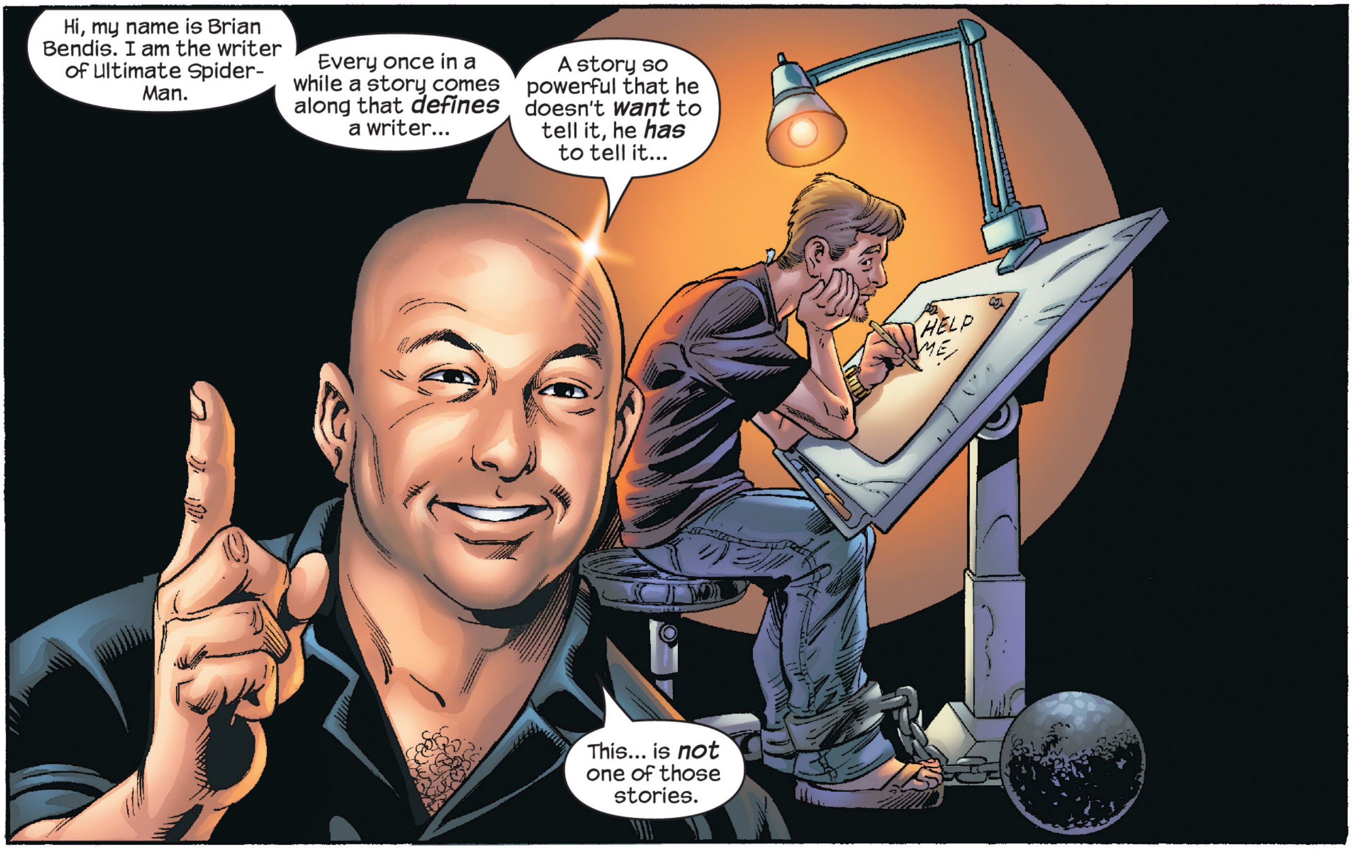
BAGLEY
ISANOVE

Stan Lee presents:

ULTIMATE SPIDER-MAN

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero lives with his widowed Aunt May and tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, a friendship with Gwen Stacy--the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

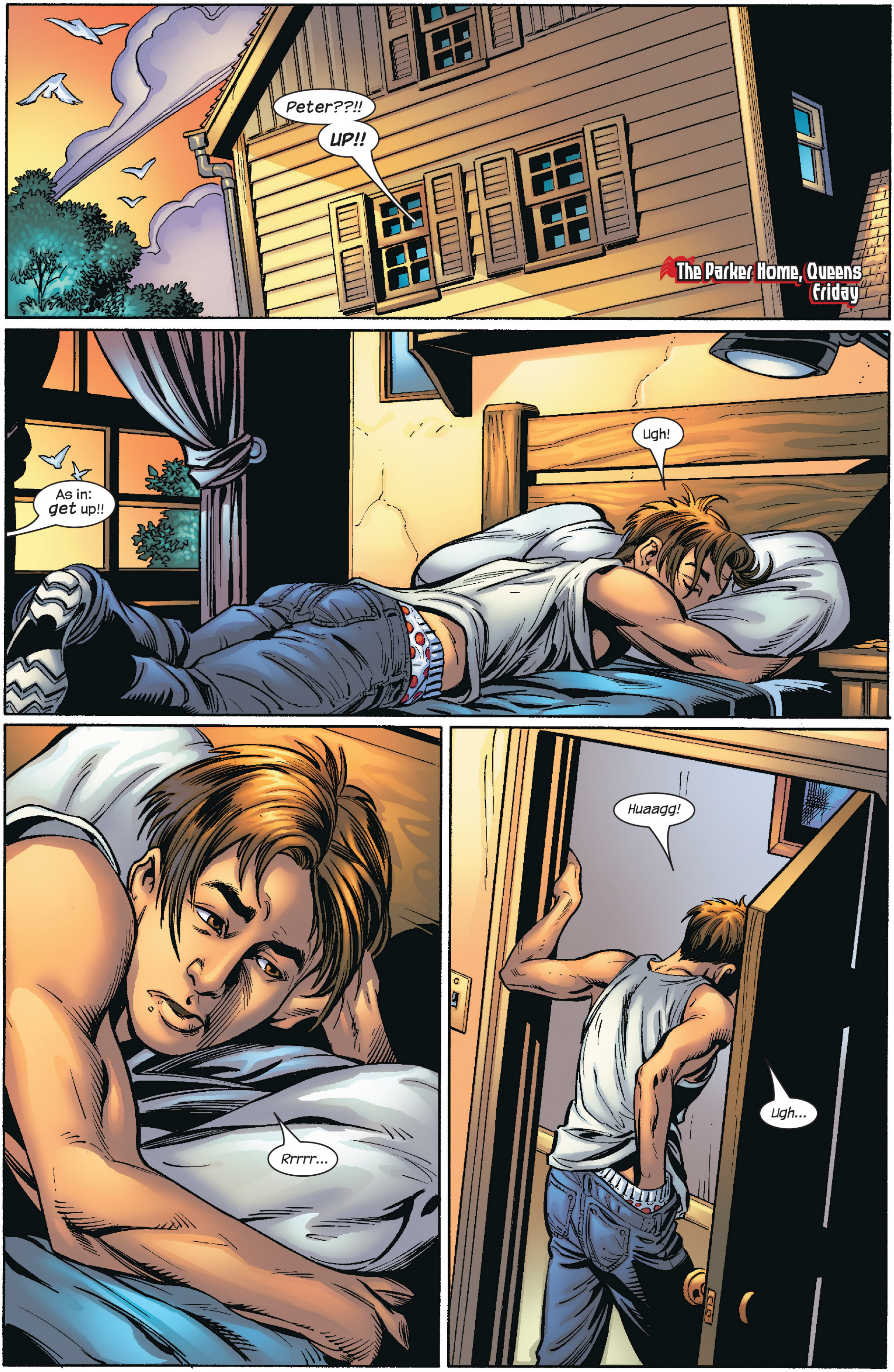

Hi, my name is Brian Bendis. I am the writer of Ultimate Spider-Man.
Every once in a while a story comes along that *defines* a writer...
A story so powerful that he doesn't *want* to tell it, he *has* to tell it...
HELP ME!
This... is *not* one of those stories.

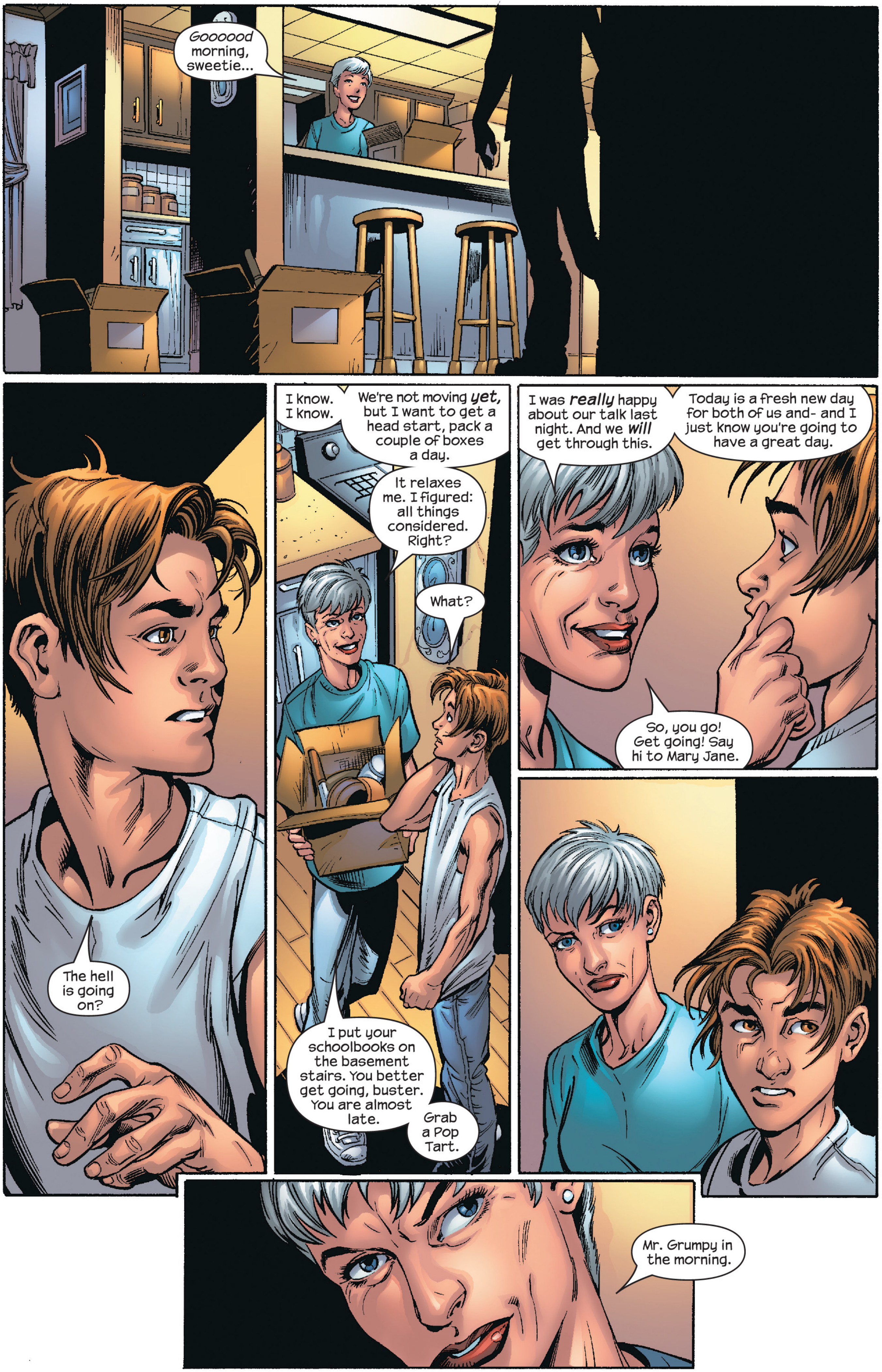
PREVIOUSLY IN ULTIMATE SPIDER-MAN

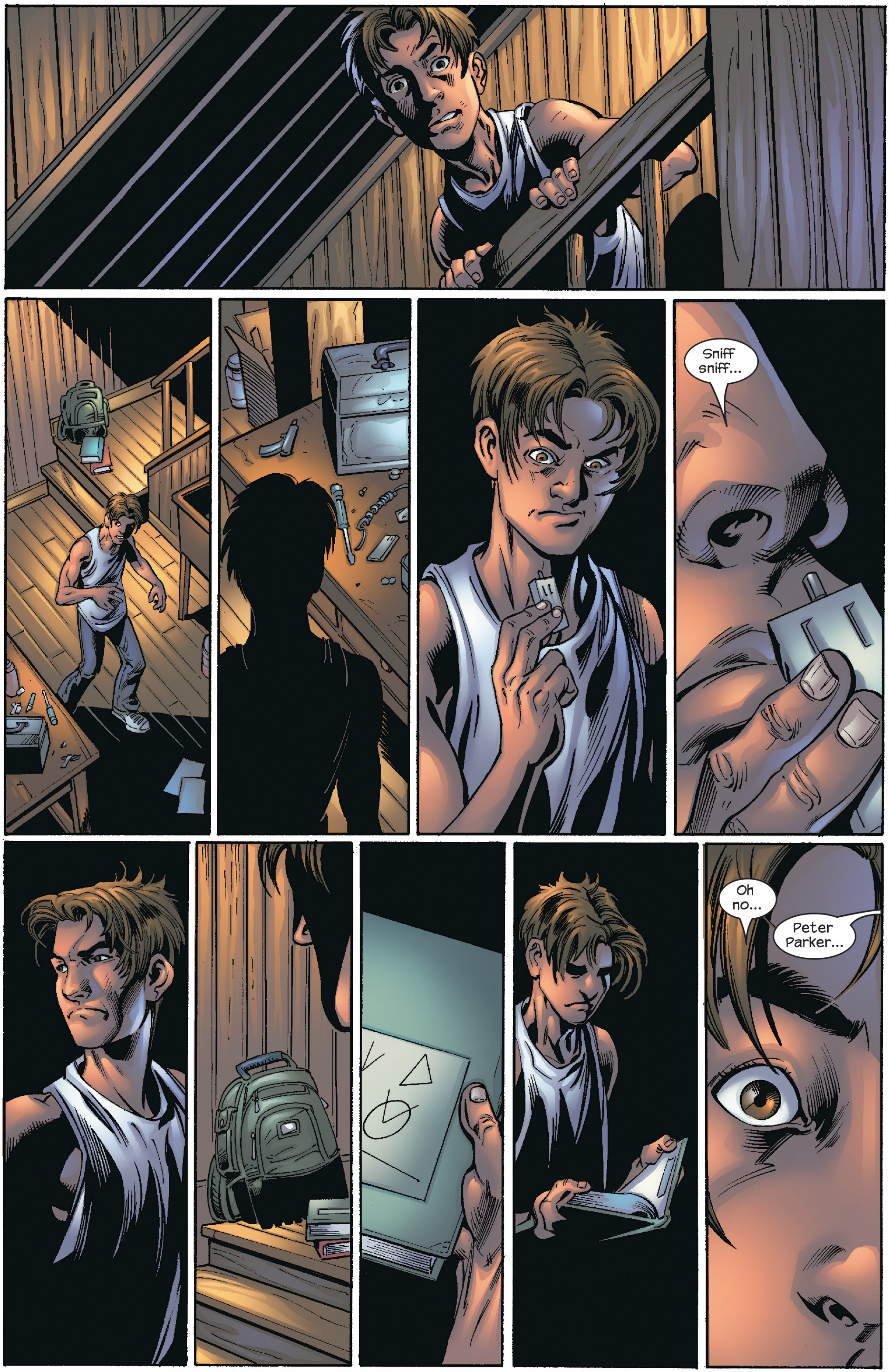
Logan, the mutant known as Wolverine-- a former assassin, a masterless Samurai-- is now a premiere member of the world famous X-Men. Wolverine's amazing powers include heightened animal senses, a dazzling healing factor, and an unbreakable skeleton with claws that pop out of each hand.

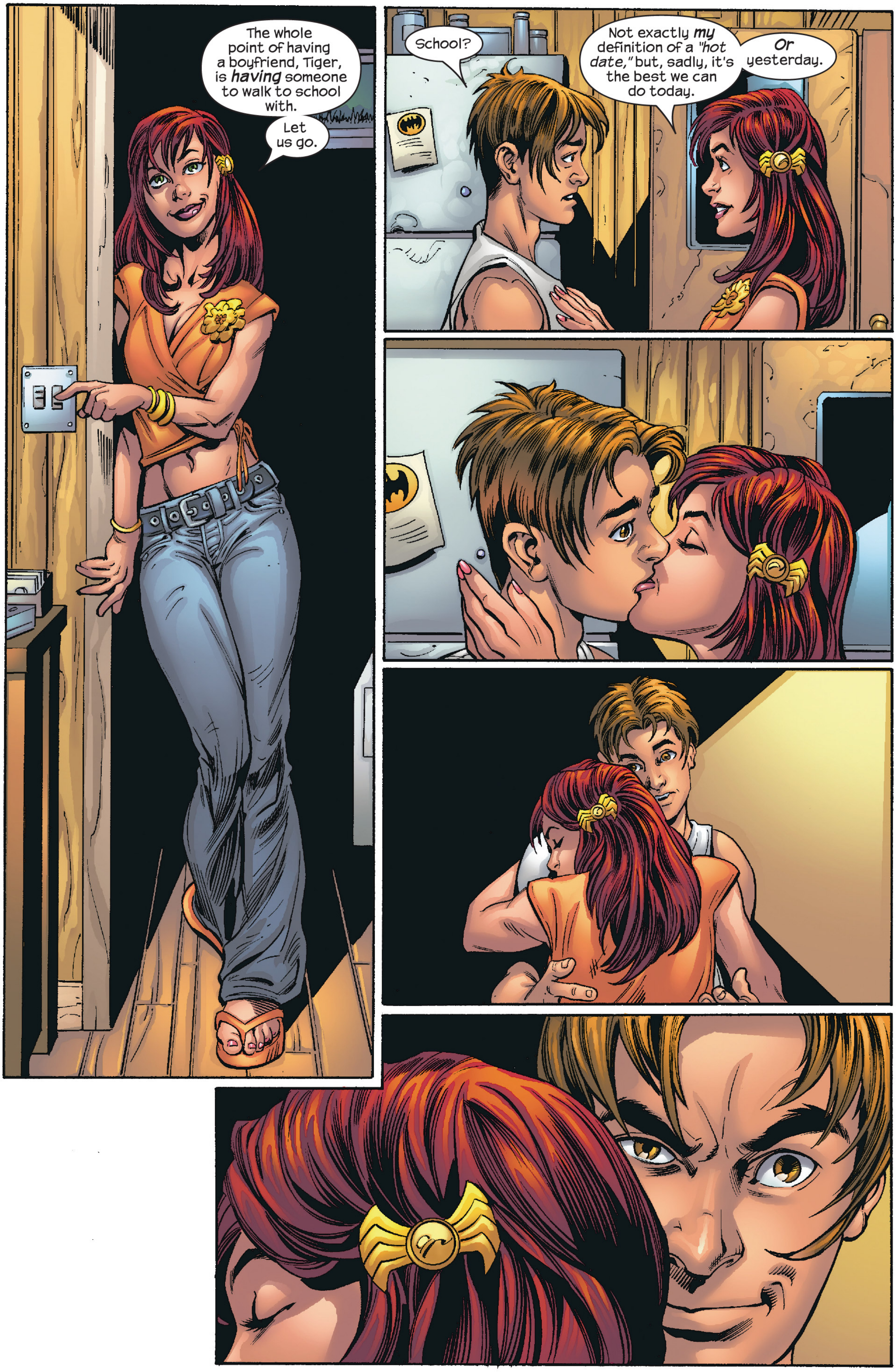
Peter Parker's alter ego Spider-Man has had numerous run-ins with this mysterious mutant without a past, and every one of them has involved Spider-Man's life being put in serious danger.

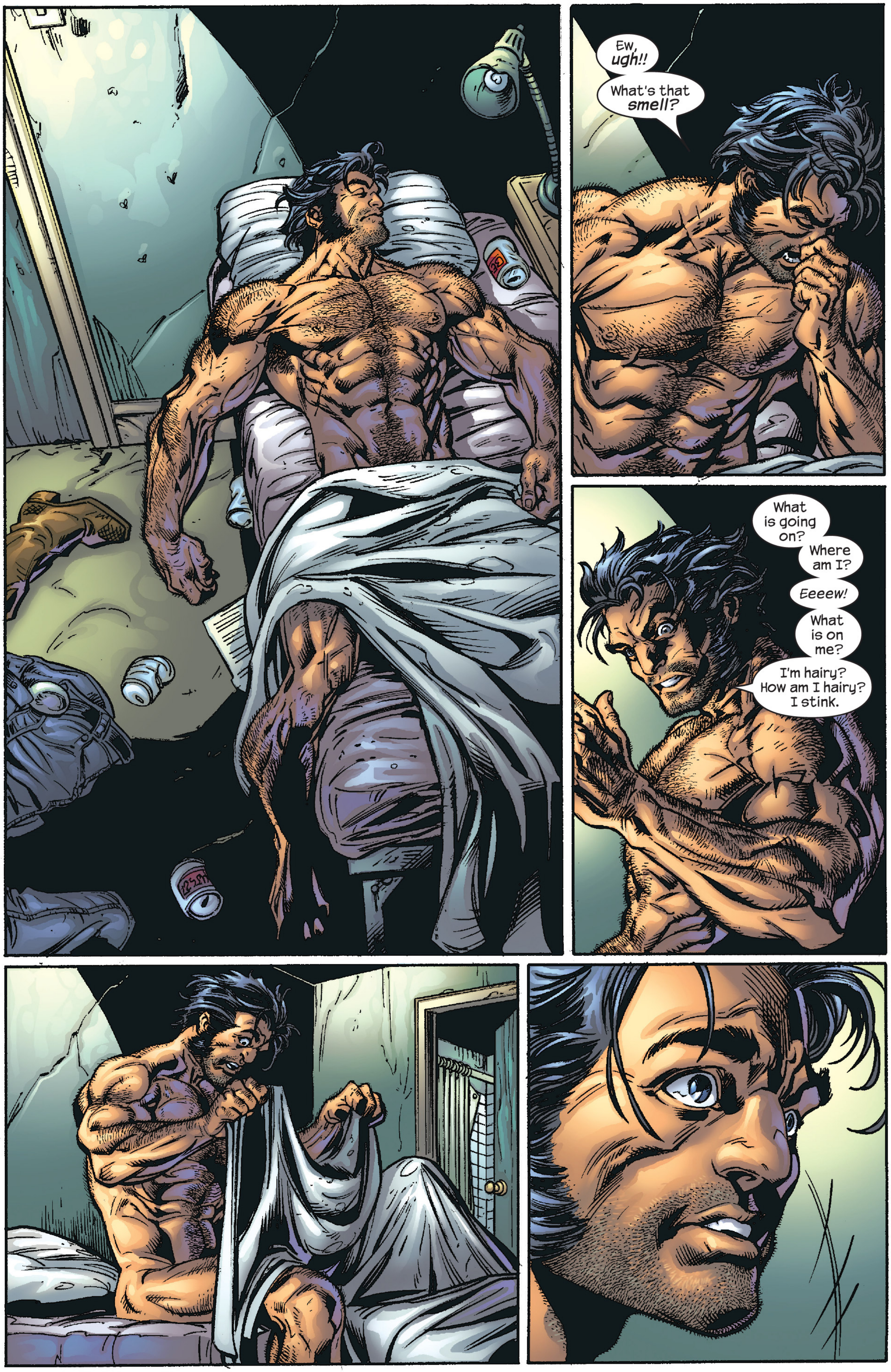
EVEN WE DON'T BELIEVE THIS

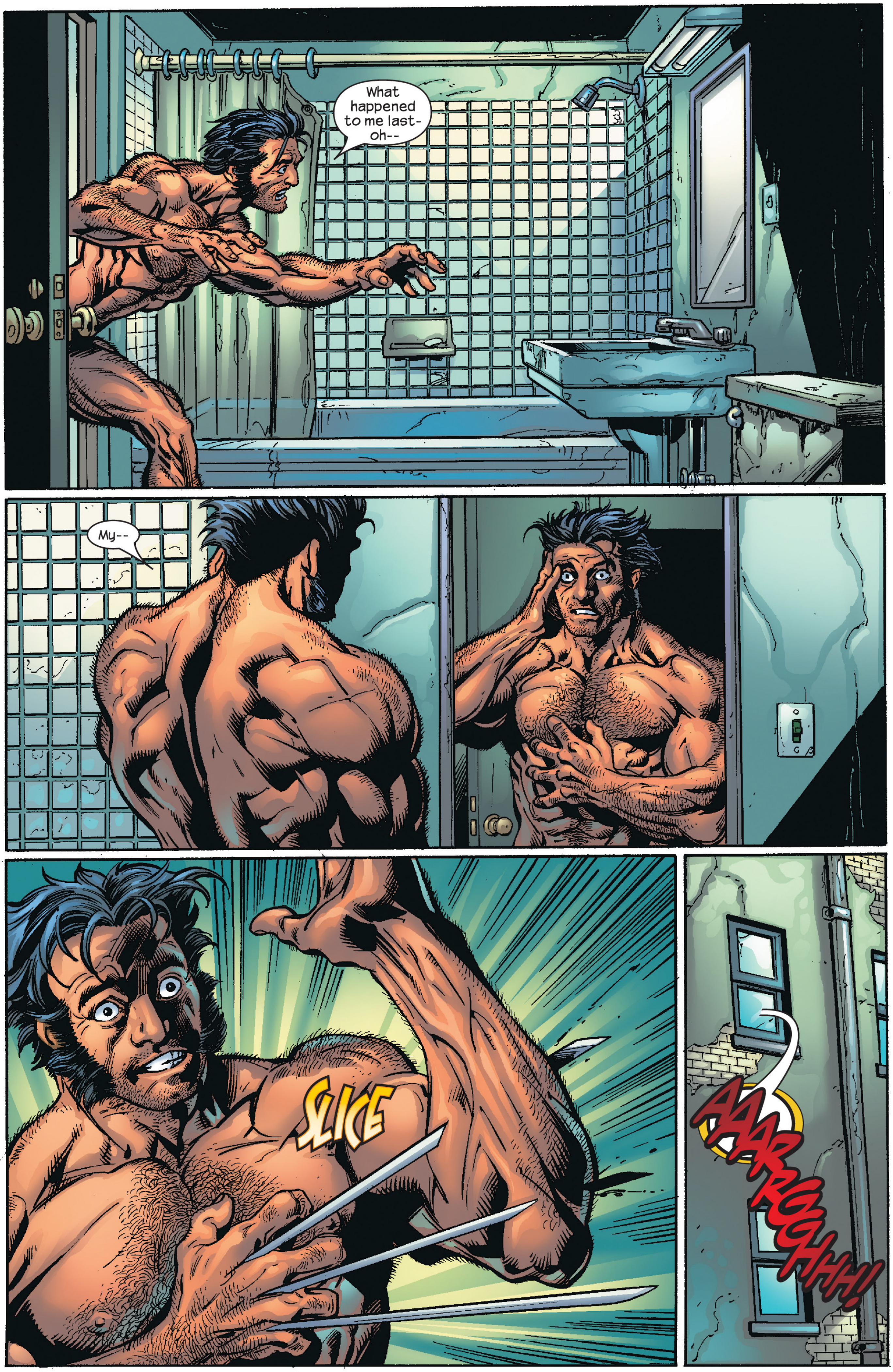

Peter??!!
UP!!
The Parker Home, Queens
Friday
As in: get up!!
Ugh!
Rrrrr...
Huaagg!
Ugh...

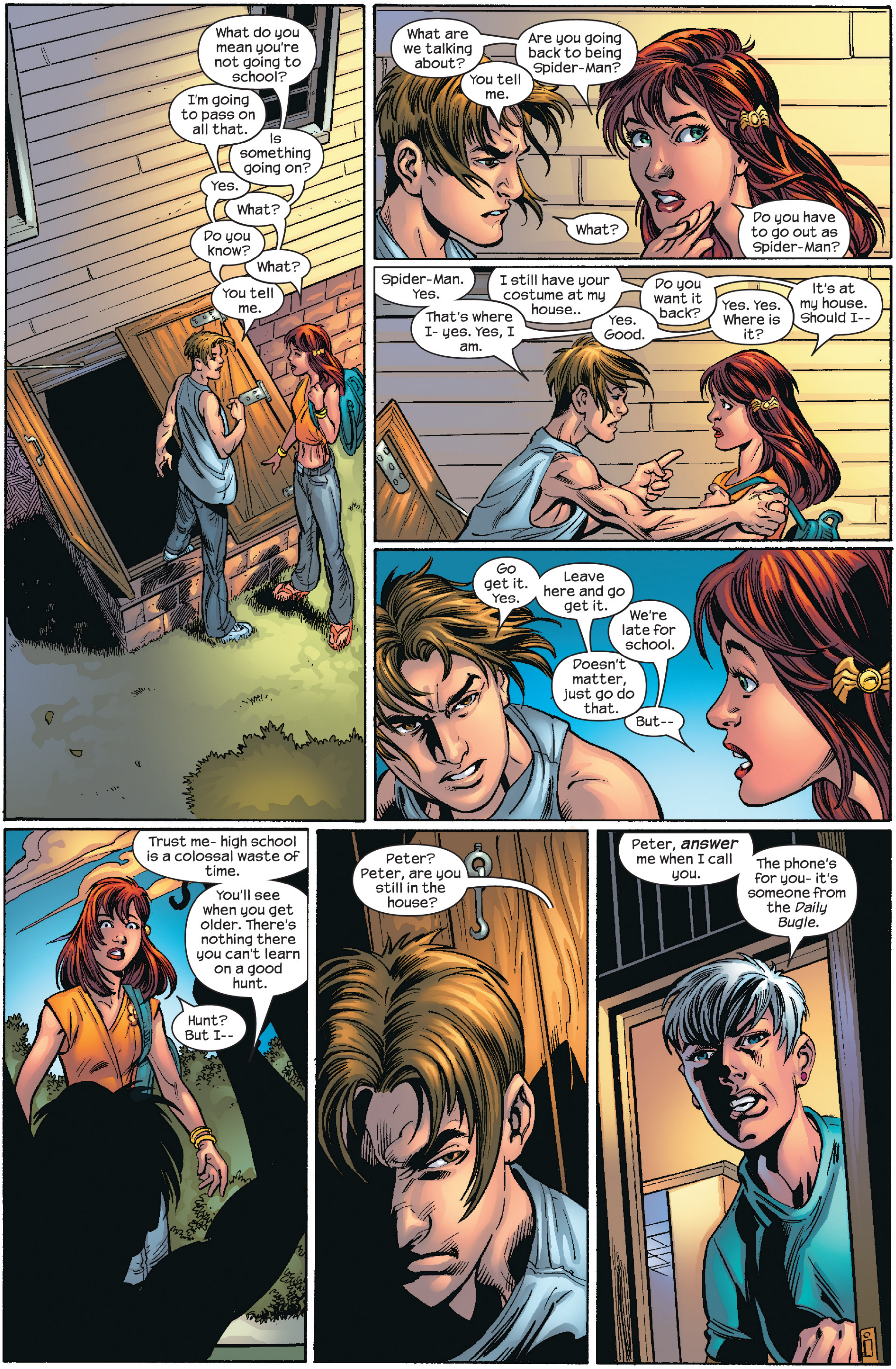

Goooood morning, sweetie...
The hell is going on?
I know. I know.
We're not moving *yet,* but I want to get a head start, pack a couple of boxes a day.
It relaxes me. I figured: all things considered. Right?
What?
I put your schoolbooks on the basement stairs. You better get going, buster. You are almost late.
Grab a Pop Tart.
I was *really* happy about our talk last night. And we *will* get through this.
Today is a fresh new day for both of us and- and I just know you're going to have a great day.
So, you go! Get going! Say hi to Mary Jane.
Mr. Grumpy in the morning.

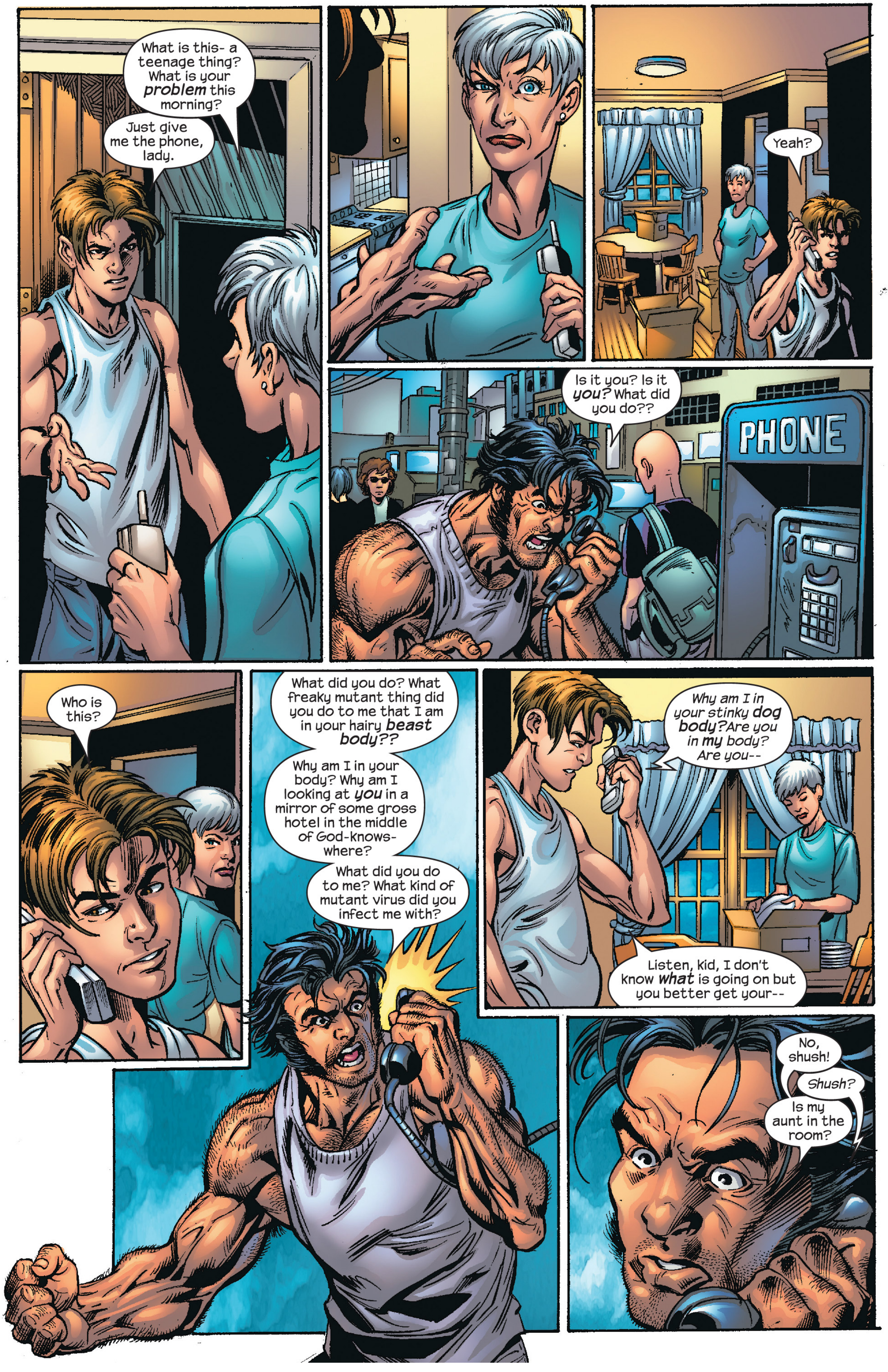

Sniff sniff...
Oh no...
Peter Parker...

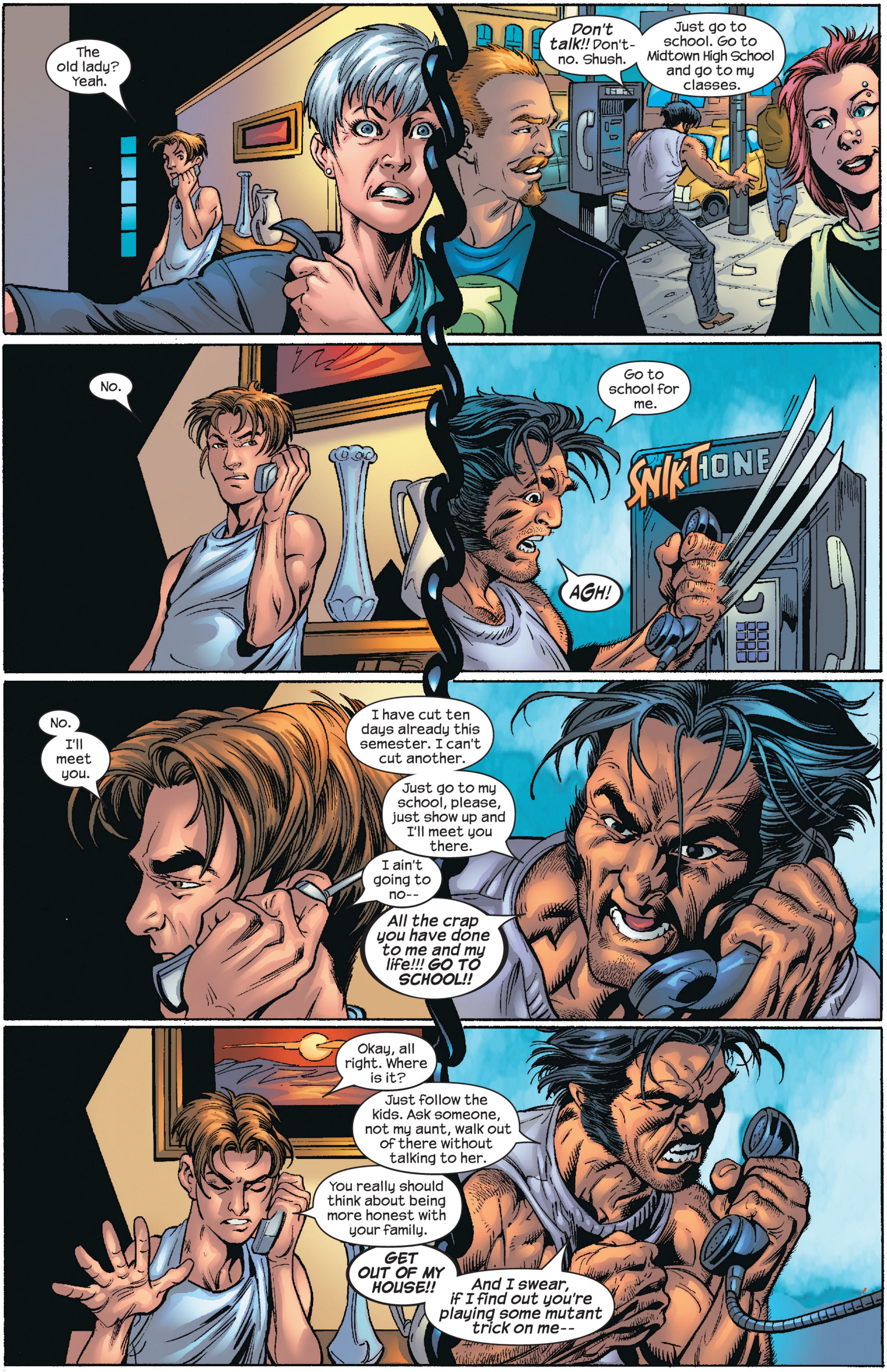

The whole point of having a boyfriend, Tiger, is *having* someone to walk to school with.
Let us go.
School?
Not exactly *my* definition of a *"hot date,"* but, sadly, it's the best we can do today.
Or yesterday.

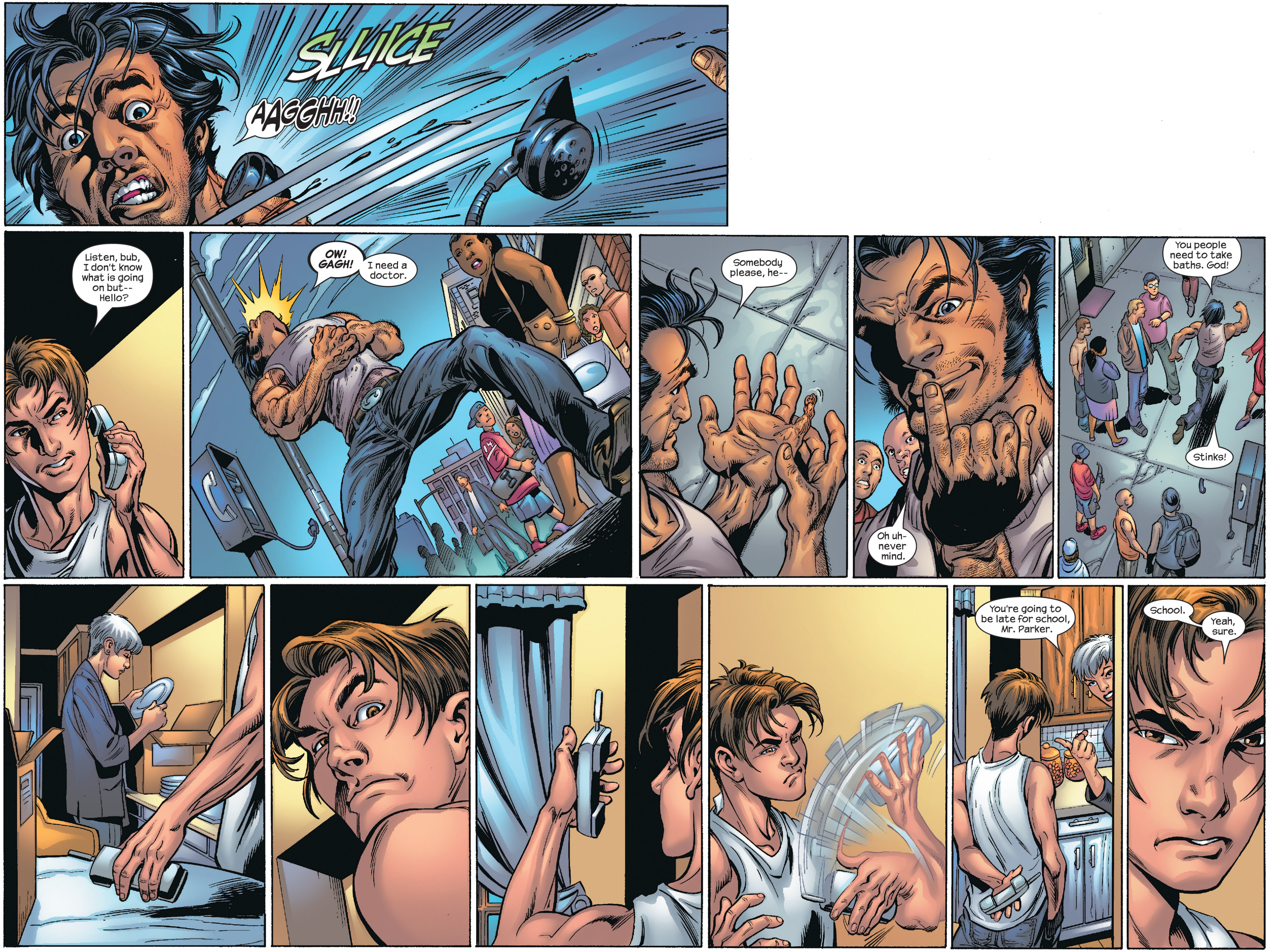

Ew, ugh!!
What's that smell?
What is going on?
Where am I?
Eeeew!
What is on me?
I'm hairy? How am I hairy? I stink.

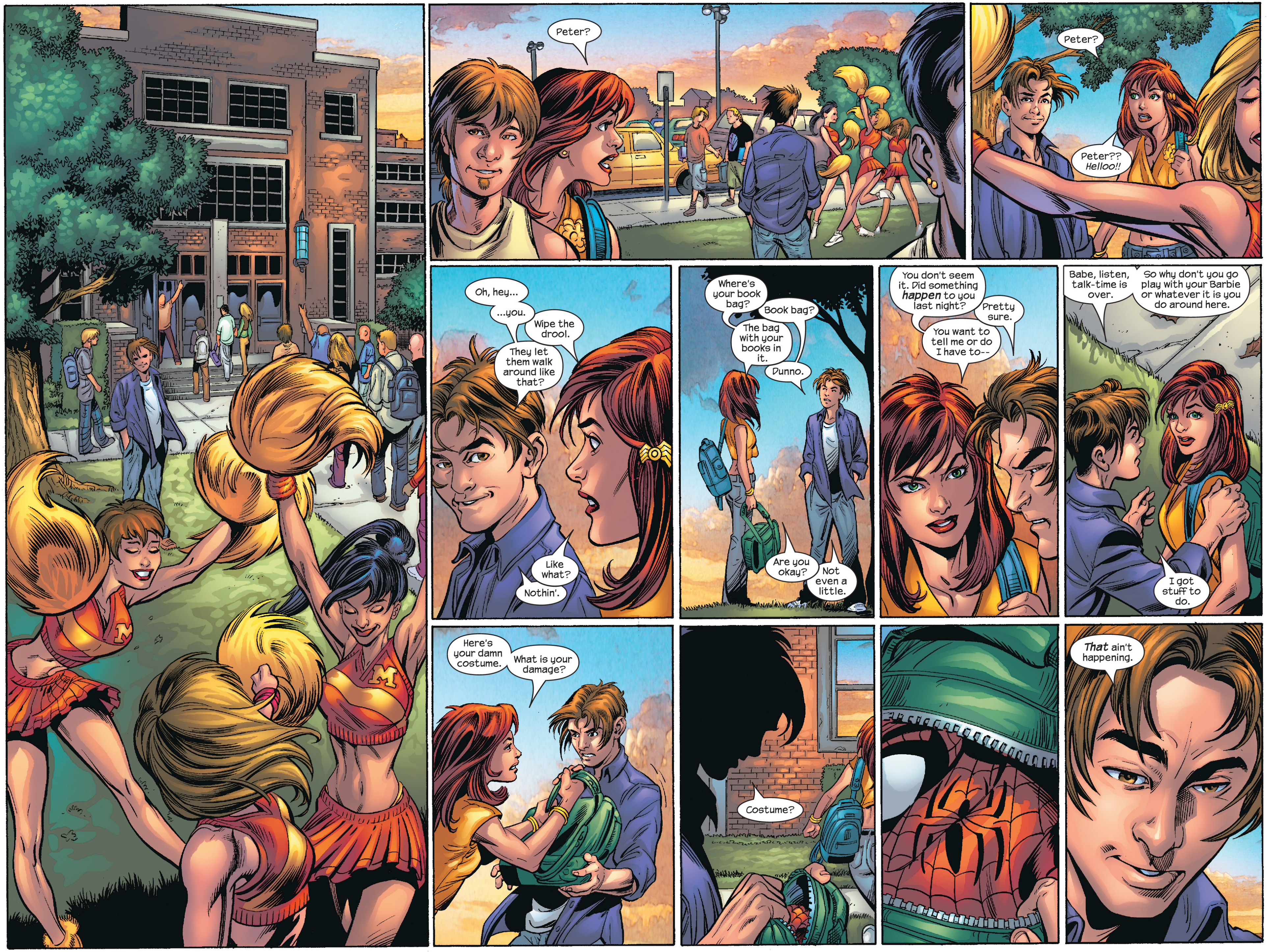

What happened to me last- oh--
My--
SLICE
AAARRGGHHH!

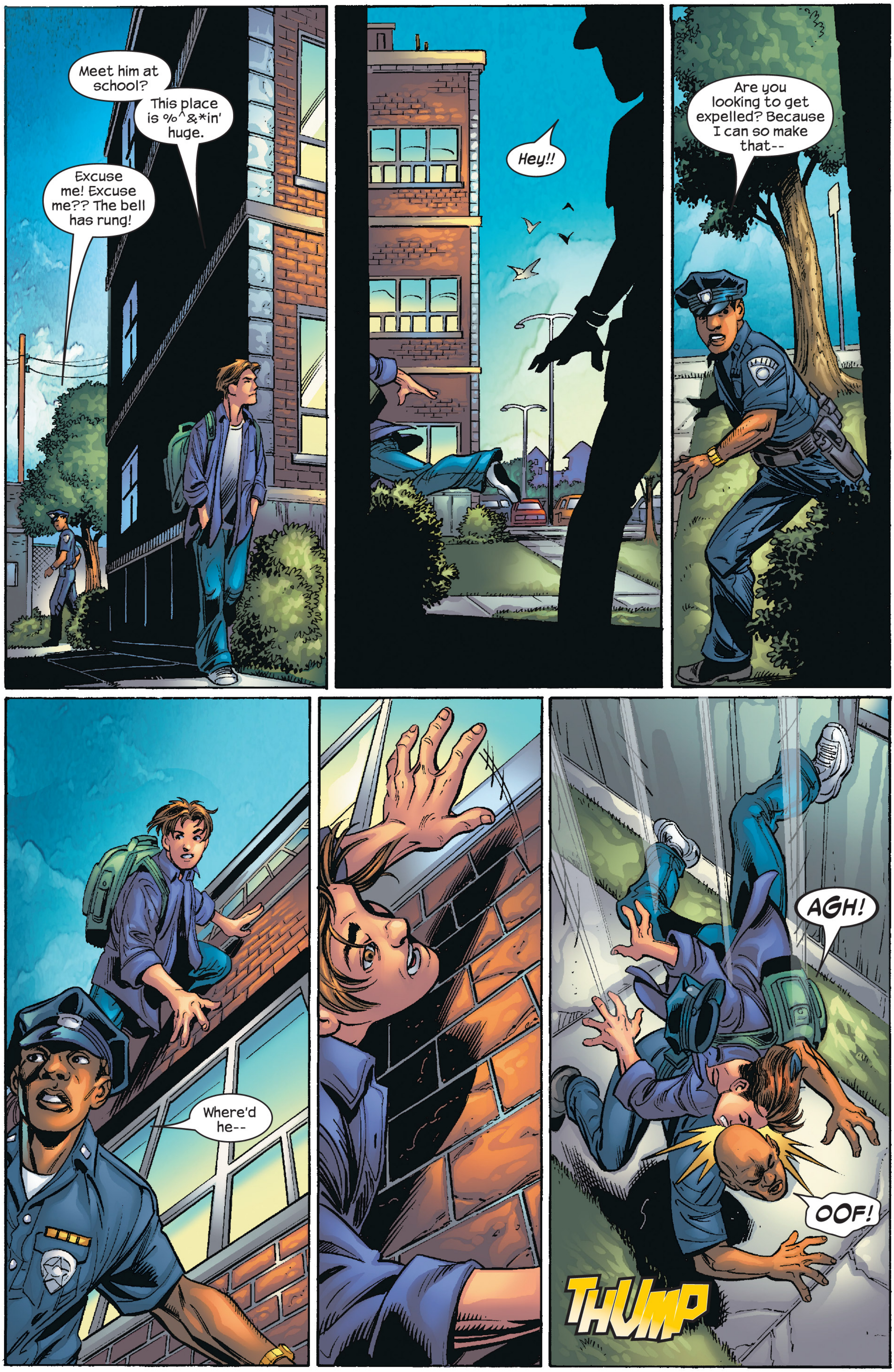

What do you mean you're not going to school?
I'm going to pass on all that.
Is something going on?
Yes.
What?
Do you know?
What?
You tell me.
What are we talking about?
Are you going back to being Spider-Man?
You tell me.
What?
Do you have to go out as Spider-Man?
Spider-Man. Yes.
I still have your costume at my house..
That's where I- yes. Yes, I am.
Do you want it back?
Yes. Good.
Yes. Yes. Where is it?
It's at my house. Should I--
Go get it. Yes.
Leave here and go get it.
We're late for school.
Doesn't matter, just go do that.
But--
Trust me- high school is a colossal waste of time.
You'll see when you get older. There's nothing there you can't learn on a good hunt.
Hunt? But I--
Peter? Peter, are you still in the house?
Peter, ***answer*** me when I call you.
The phone's for you- it's someone from the *Daily Bugle*.

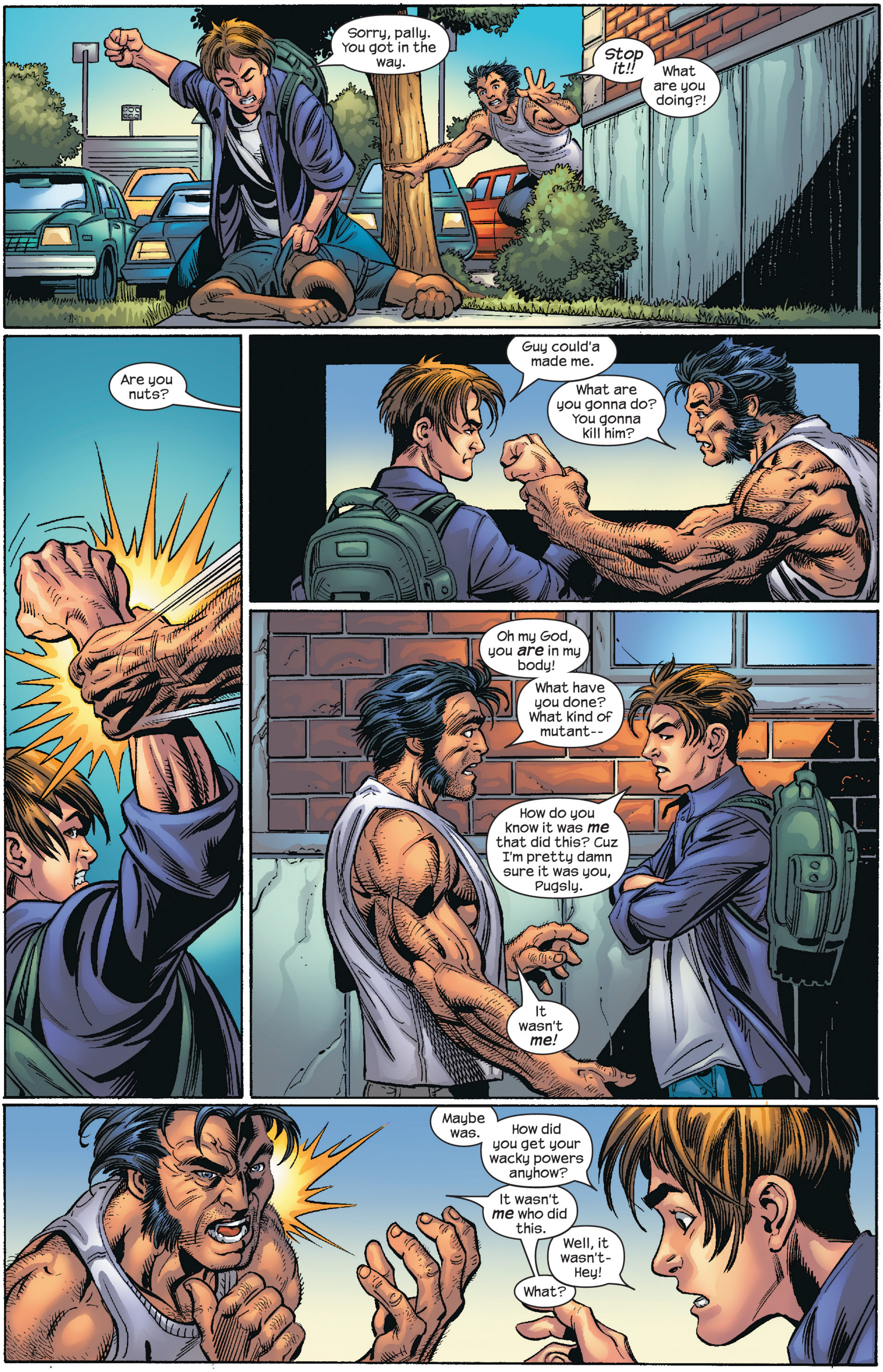

What is this- a teenage thing? What is your problem this morning?
Just give me the phone, lady.
Yeah?
Is it you? Is it you? What did you do??
PHONE
Who is this?
What did you do? What freaky mutant thing did you do to me that I am in your hairy beast body??
Why am I in your body? Why am I looking at you in a mirror of some gross hotel in the middle of God-knows-where?
What did you do to me? What kind of mutant virus did you infect me with?
Why am I in your stinky dog body? Are you in my body? Are you--
Listen, kid, I don't know what is going on but you better get your--
No, shush!
Shush?
Is my aunt in the room?

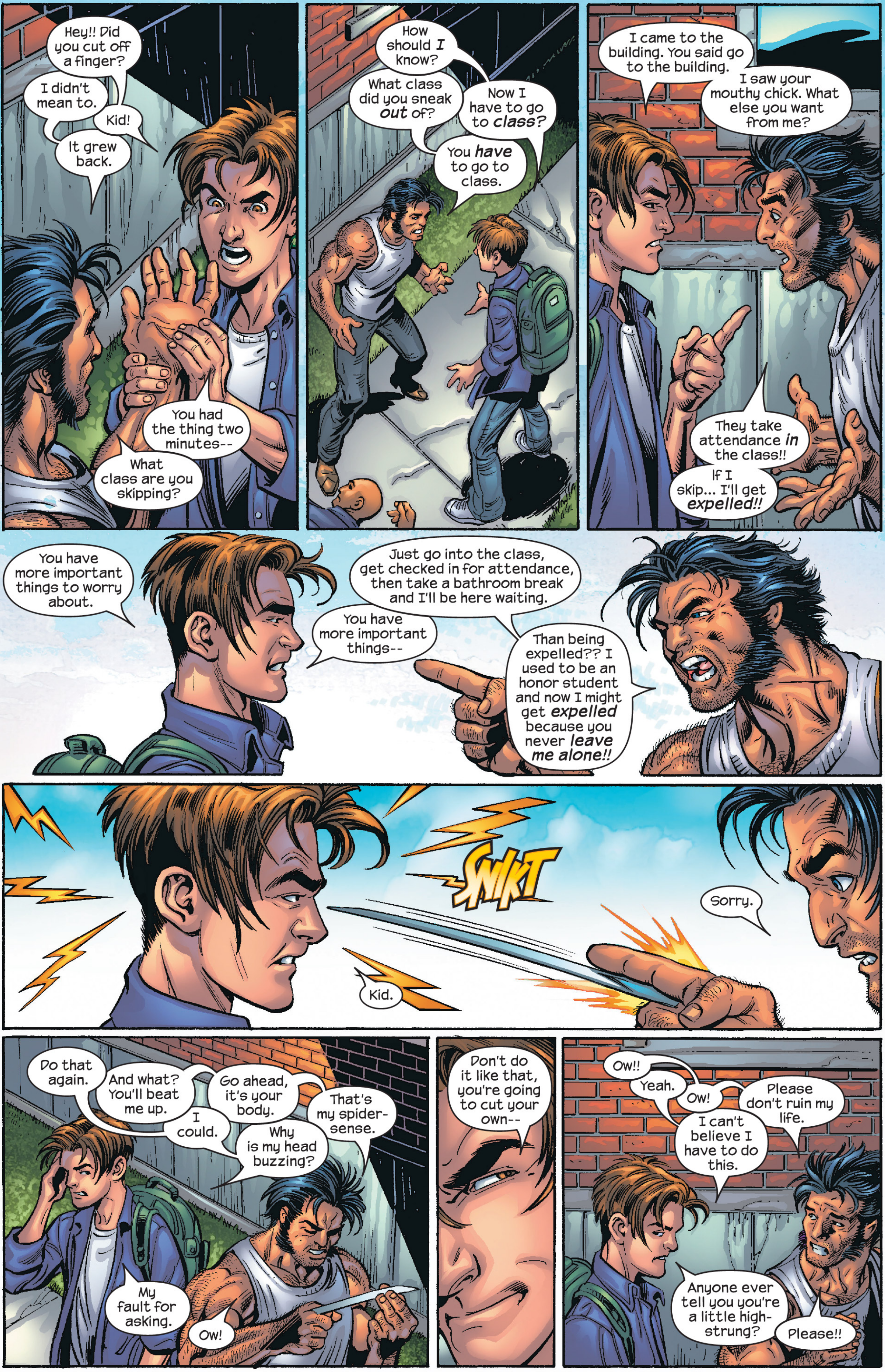

The old lady? Yeah.
Don't talk!! Don't— no. Shush.
Just go to school. Go to Midtown High School and go to my classes.
No.
Go to school for me.
SNIKT
HONE
AGH!
No. I'll meet you.
I have cut ten days already this semester. I can't cut another.
Just go to my school, please, just show up and I'll meet you there.
I ain't going to no--
All the crap you have done to me and my life!!! GO TO SCHOOL!!
Okay, all right. Where is it?
Just follow the kids. Ask someone, not my aunt, walk out of there without talking to her.
You really should think about being more honest with your family.
GET OUT OF MY HOUSE!!
And I swear, if I find out you're playing some mutant trick on me--

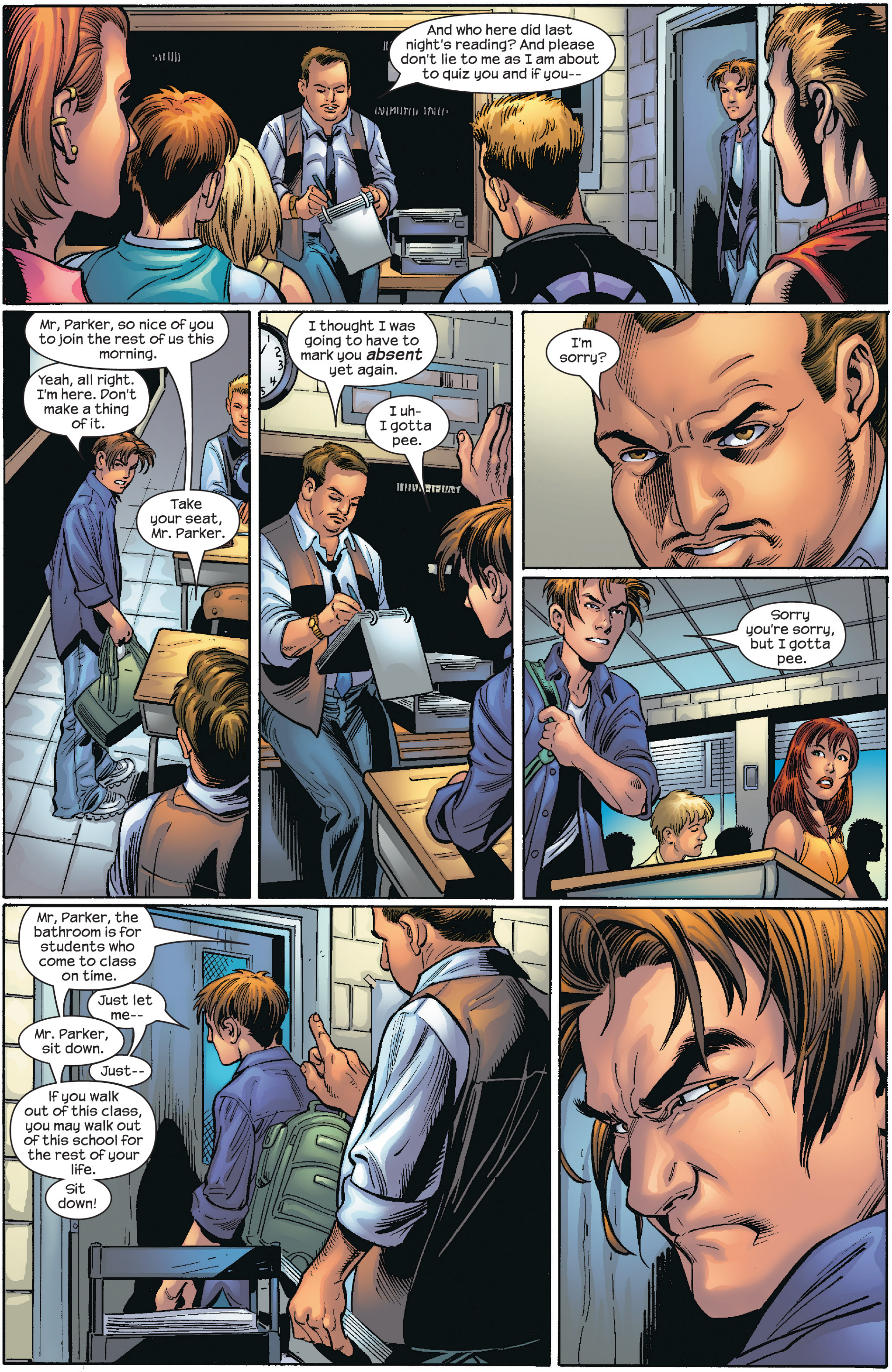

SLLICE
AAGGHH!!
Listen, bub, I don't know what is going on but-- Hello?
OW! GAGH!
I need a doctor.
Somebody please, he--
Oh uh- never mind.
You people need to take baths. God!
Stinks!
You're going to be late for school, Mr. Parker.
School.
Yeah, sure.

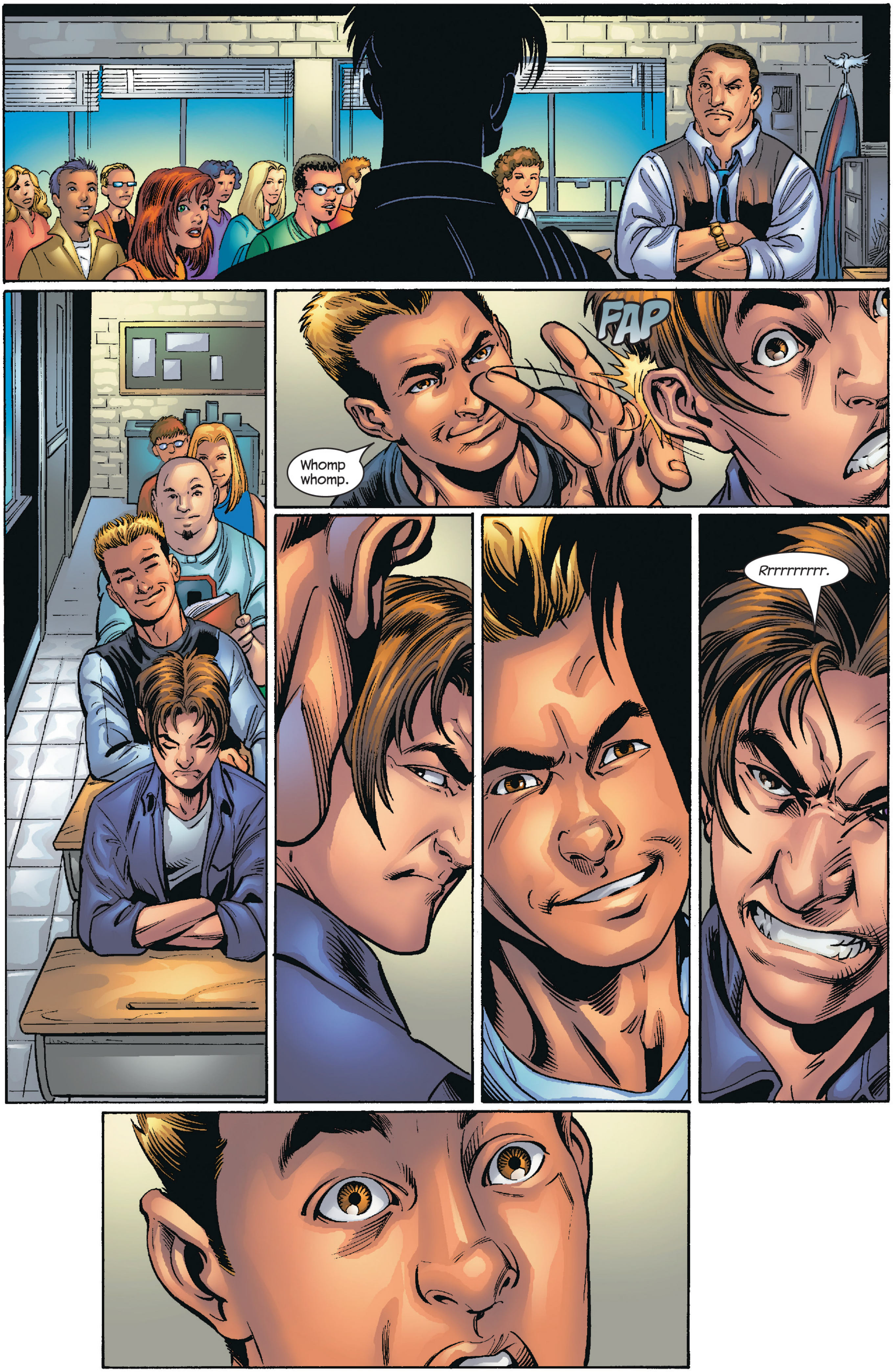

Peter?
Peter?
Peter?? Helloo!!
Oh, hey...
...you.
Wipe the drool.
They let them walk around like that?
Like what?
Nothin'.
Where's your book bag?
Book bag?
The bag with your books in it.
Dunno.
Are you okay?
Not even a little.
You don't seem it. Did something *happen* to you last night?
Pretty sure.
You want to tell me or do I have to--
Babe, listen, talk-time is over.
So why don't you go play with your Barbie or whatever it is you do around here.
I got stuff to do.
Here's your damn costume.
What is your damage?
Costume?
That ain't happening.

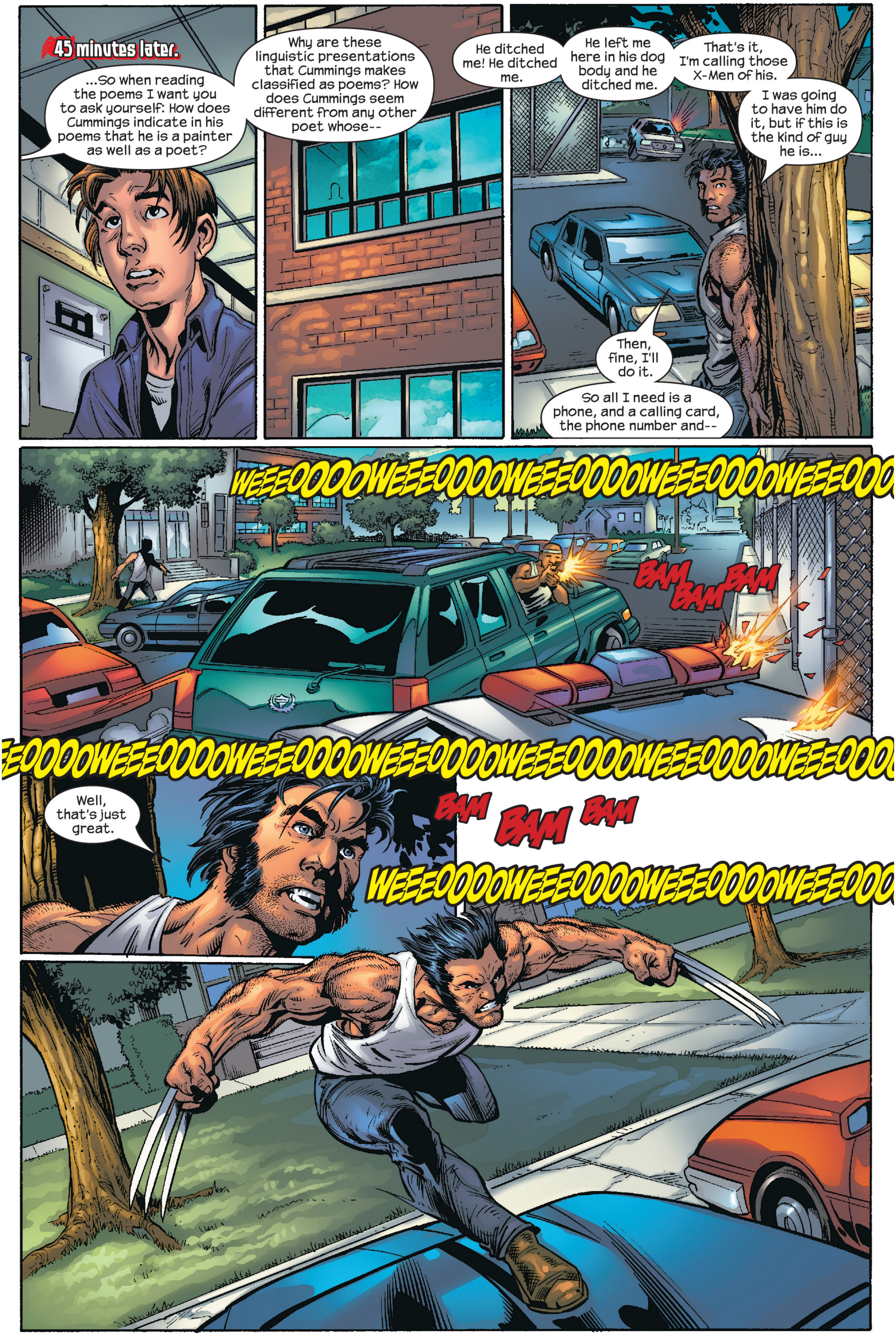

Meet him at school?
This place is %^&*in' huge.
Excuse me! Excuse me?? The bell has rung!
Hey!!
Are you looking to get expelled? Because I can so make that--
Where'd he--
AGH!
OOF!
THUMP

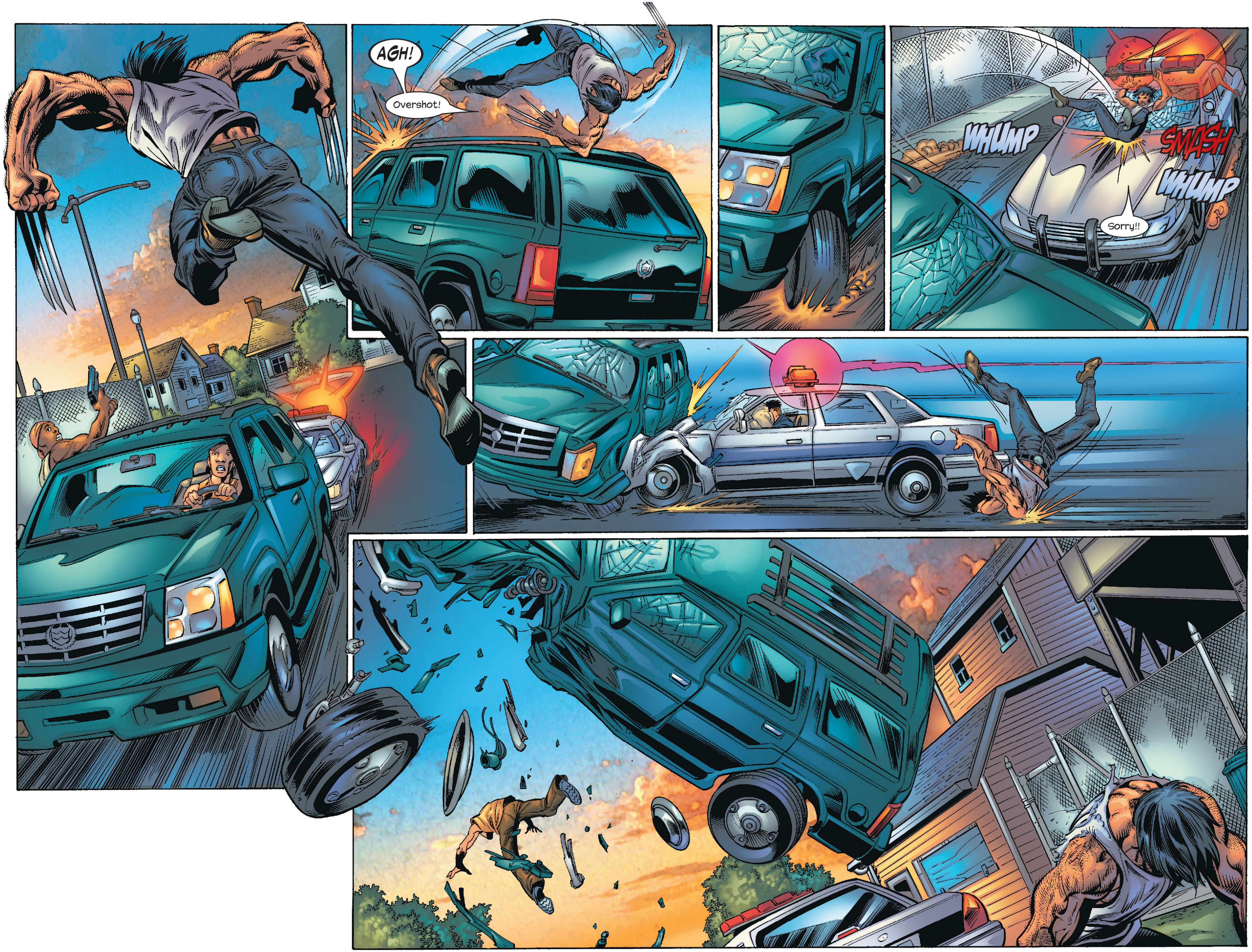

Sorry, pally. You got in the way.
Stop it!!
What are you doing?!
Are you nuts?
Guy could'a made me.
What are you gonna do? You gonna kill him?
Oh my God, you *are* in my body!
What have you done? What kind of mutant--
How do you know it was *me* that did this? Cuz I'm pretty damn sure it was you, Pugsly.
It wasn't *me!*
Maybe was.
How did you get your wacky powers anyhow?
It wasn't *me* who did this.
Well, it wasn't- Hey!
What?

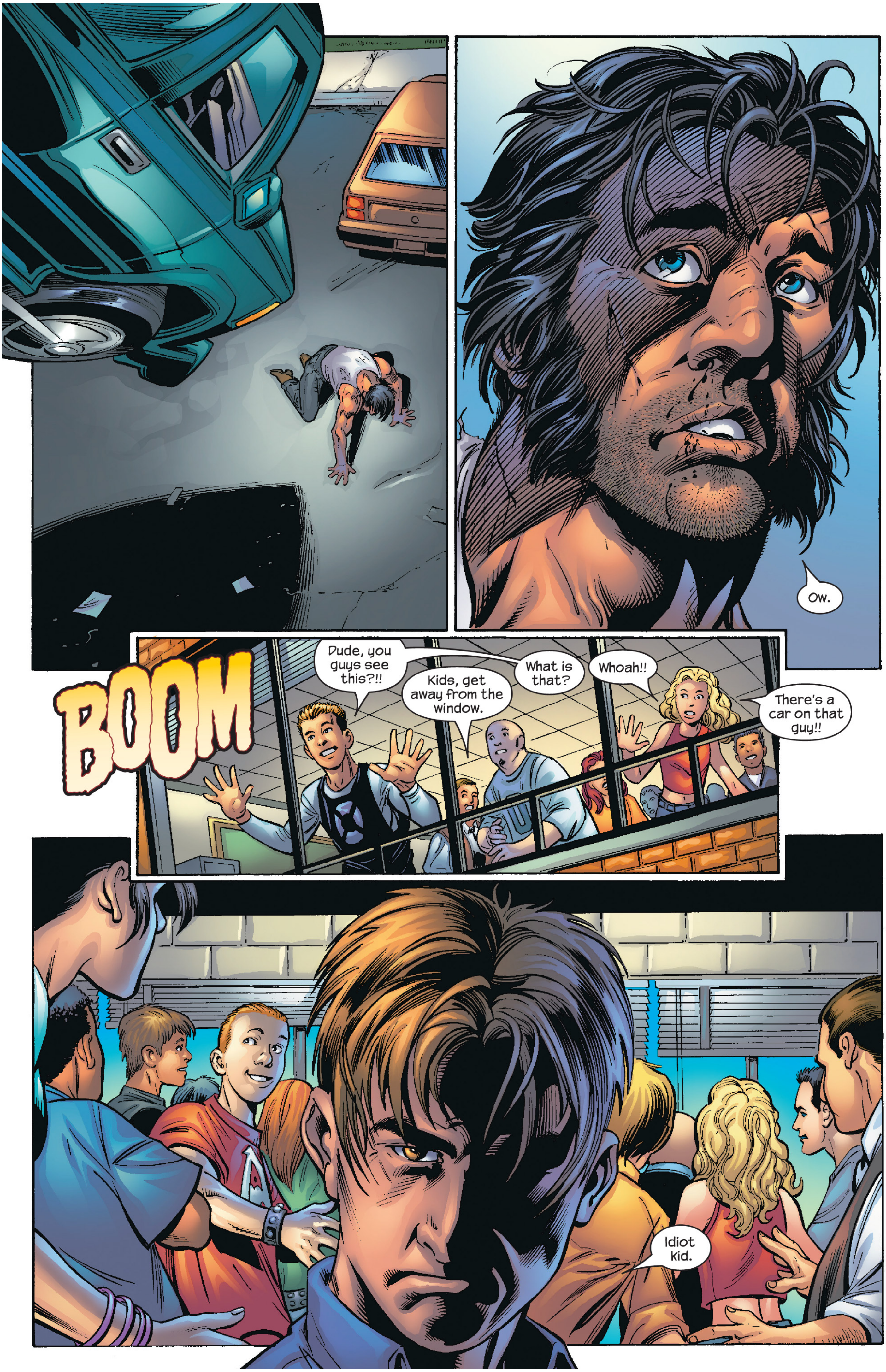

Hey!! Did you cut off a finger?
I didn't mean to.
Kid!
It grew back.
You had the thing two minutes--
What class are you skipping?
How should I know?
What class did you sneak out of?
Now I have to go to class?
You have to go to class.
I came to the building. You said go to the building.
I saw your mouthy chick. What else you want from me?
They take attendance in the class!!
If I skip... I'll get expelled!!
You have more important things to worry about.
Just go into the class, get checked in for attendance, then take a bathroom break and I'll be here waiting.
You have more important things--
Than being expelled?? I used to be an honor student and now I might get expelled because you never leave me alone!!
SNIKT
Sorry.
Kid.
Do that again.
And what? You'll beat me up.
I could.
Go ahead, it's your body.
Why is my head buzzing?
That's my spider-sense.
My fault for asking.
Ow!
Don't do it like that, you're going to cut your own--
Ow!!
Yeah.
Ow!
Please don't ruin my life.
I can't believe I have to do this.
Anyone ever tell you you're a little high-strung?
Please!!

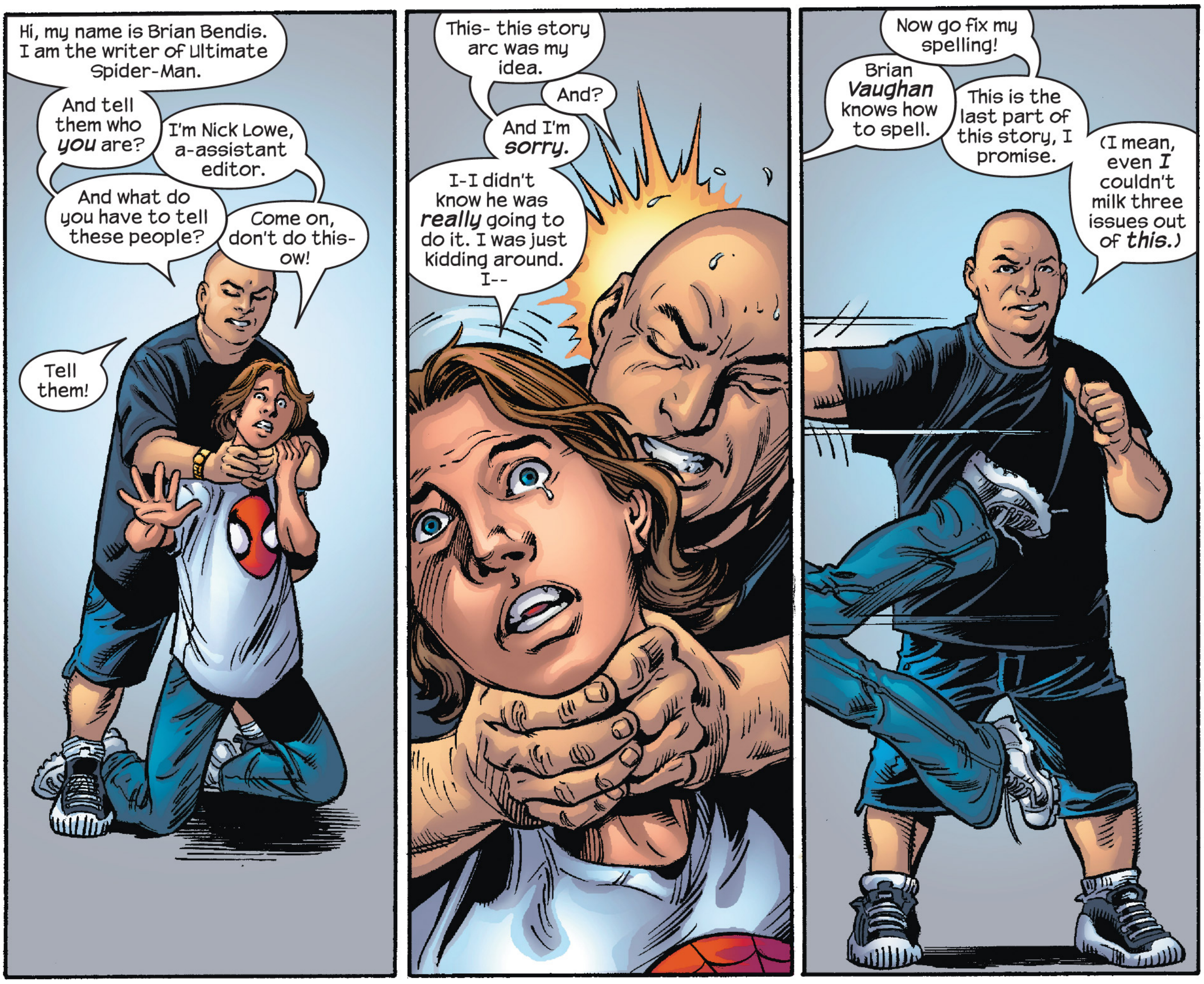

And who here did last night's reading? And please don't lie to me as I am about to quiz you and if you--
Mr, Parker, so nice of you to join the rest of us this morning.
Yeah, all right. I'm here. Don't make a thing of it.
Take your seat, Mr. Parker.
I thought I was going to have to mark you **absent** yet again.
I uh- I gotta pee.
I'm sorry?
Sorry you're sorry, but I gotta pee.
Mr, Parker, the bathroom is for students who come to class on time.
Just let me--
Mr. Parker, sit down.
Just--
If you walk out of this class, you may walk out of this school for the rest of your life.
Sit down!


FAP
Whomp whomp.
Rrrrrrrrrr.

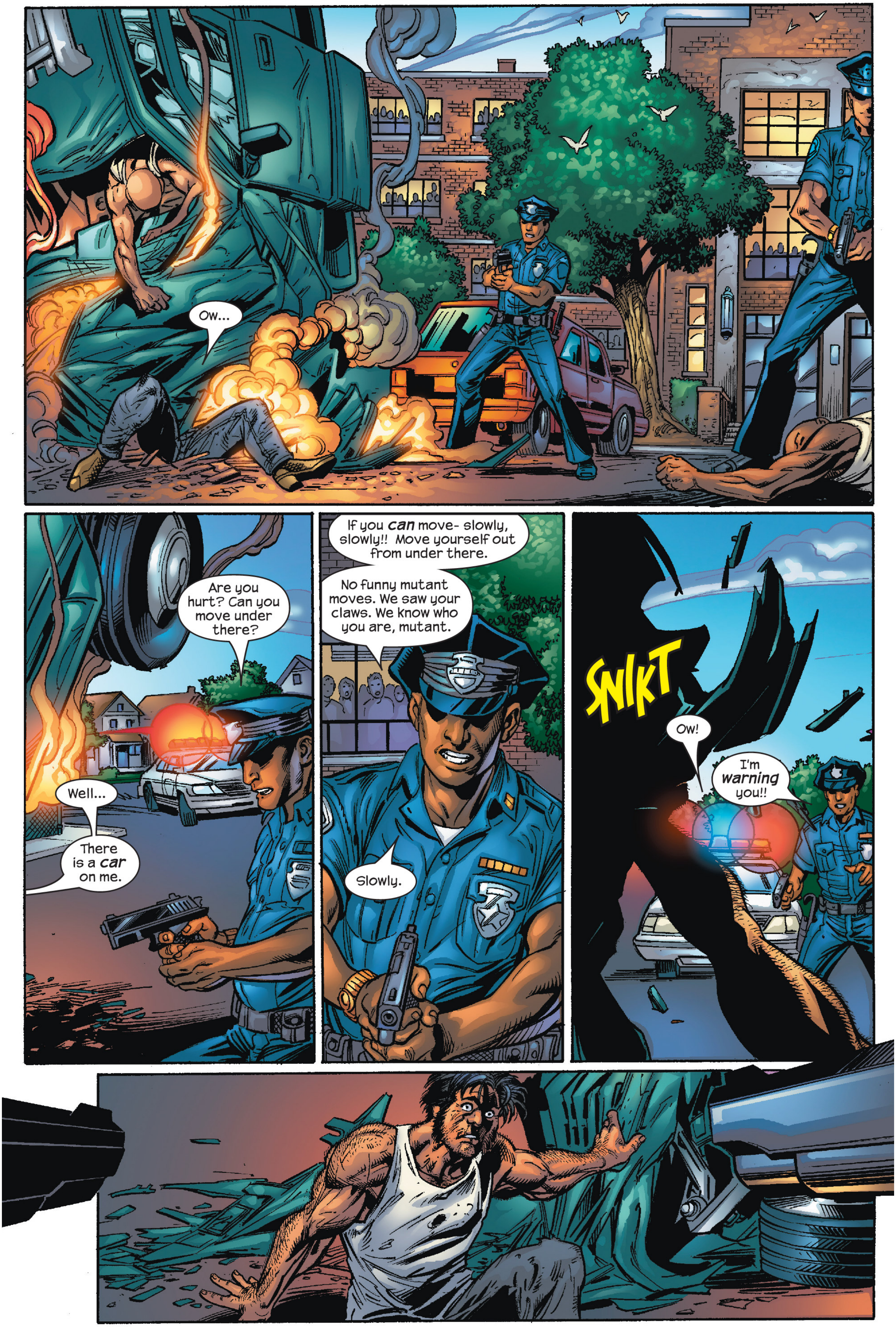

45 minutes later.
...So when reading the poems I want you to ask yourself: How does Cummings indicate in his poems that he is a painter as well as a poet?
Why are these linguistic presentations that Cummings makes classified as poems? How does Cummings seem different from any other poet whose--
He ditched me! He ditched me.
He left me here in his dog body and he ditched me.
That's it, I'm calling those X-Men of his.
I was going to have him do it, but if this is the kind of guy he is...
Then, fine, I'll do it.
So all I need is a phone, and a calling card, the phone number and--
WEEEOOOOWEEEOOOOWEEEOOOOWEEEOOOOWEEEOOO
BAM BAM BAM
EOOOOWEEEOOOOWEEEOOOOWEEEOOOOWEEEOOOOWEEEOOOOWEEEOOO
Well, that's just great.
BAM BAM BAM
WEEEOOOOWEEEOOOOWEEEOOOOWEEEOOO

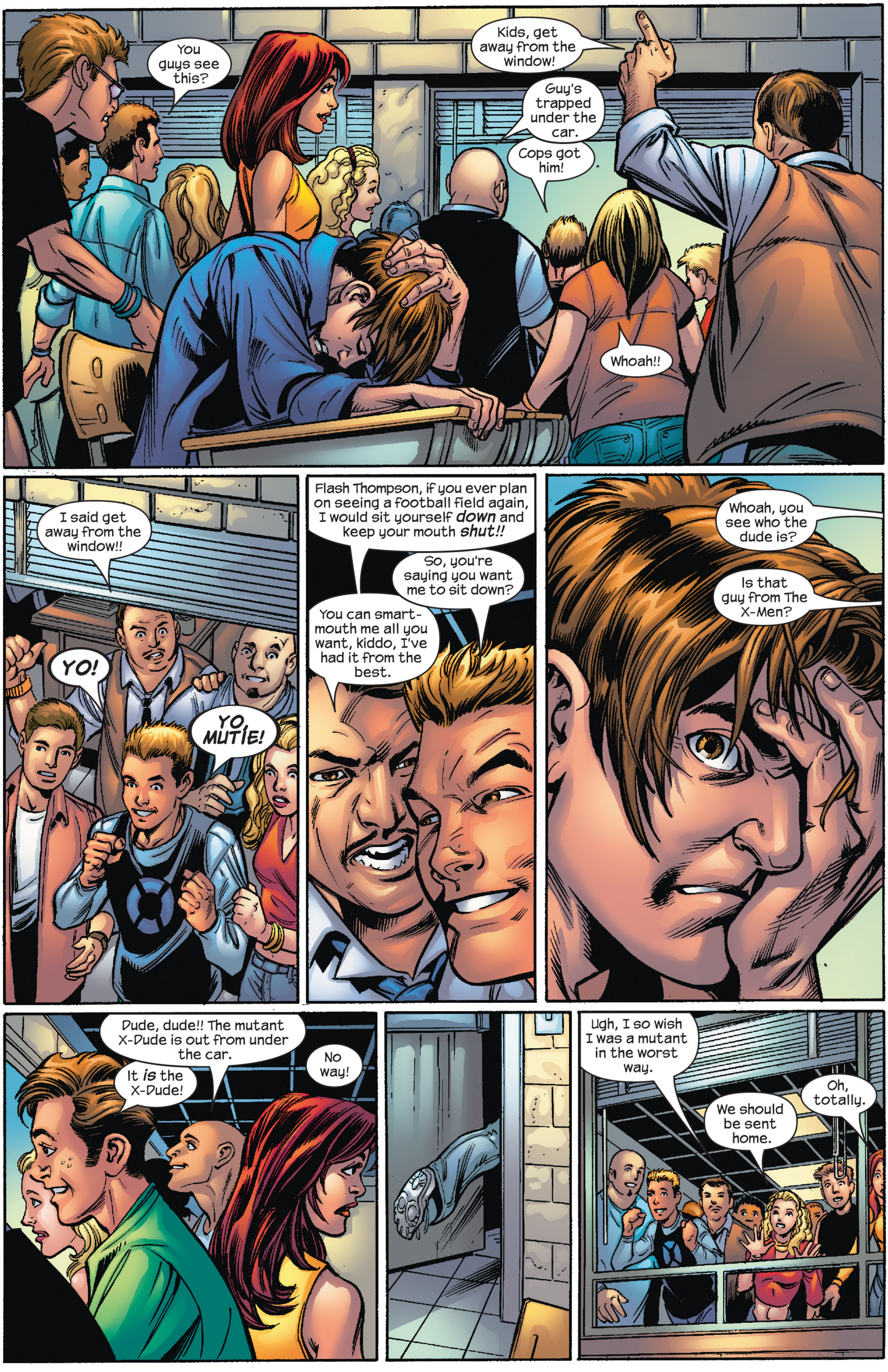

AGH!
Overshot!
WHUMP
SMASH
WHUMP
Sorry!!

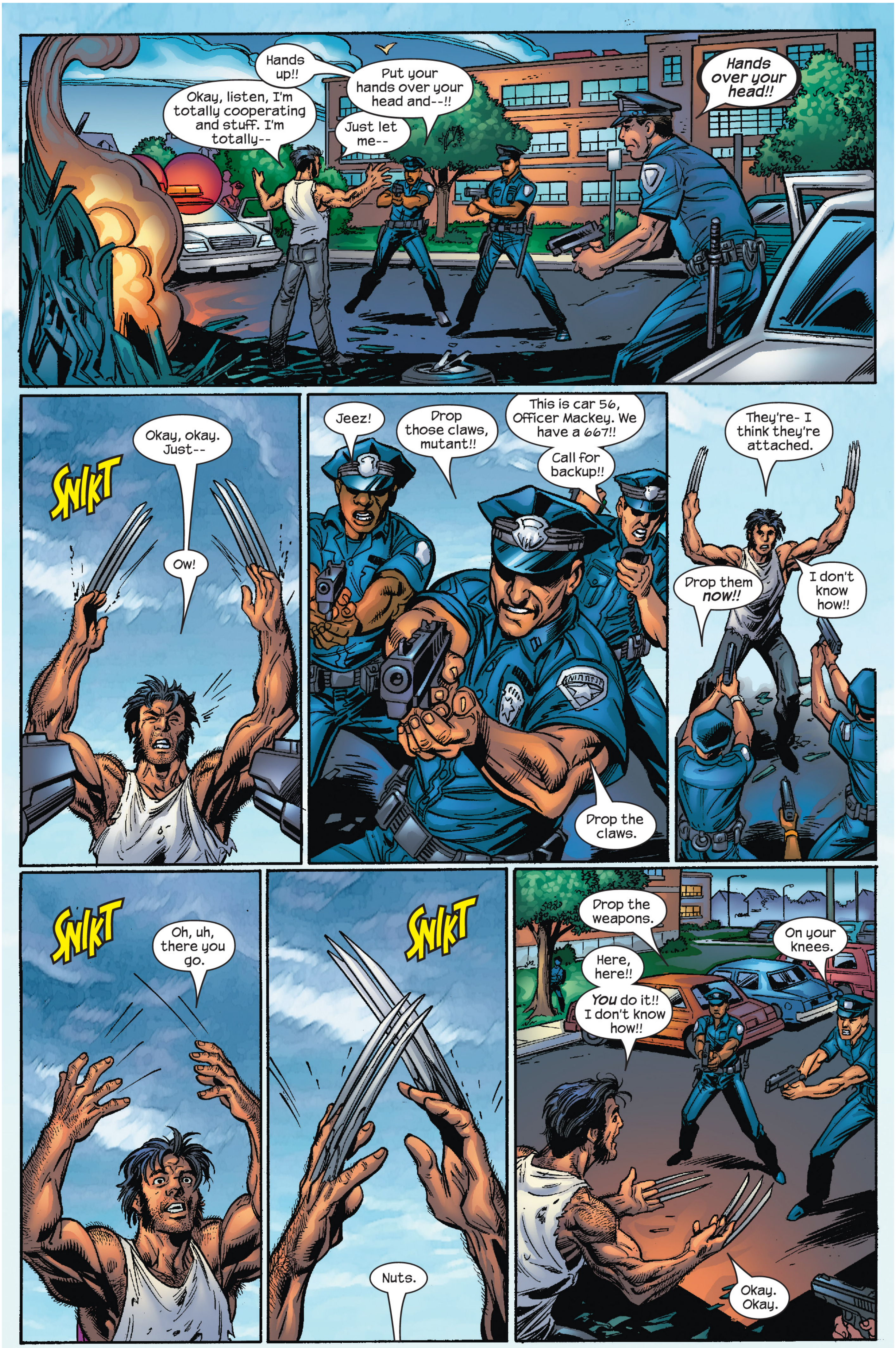

Ow.
BOOM
Dude, you guys see this?!!
What is that?
Kids, get away from the window.
Whoah!!
There's a car on that guy!!
Idiot kid.

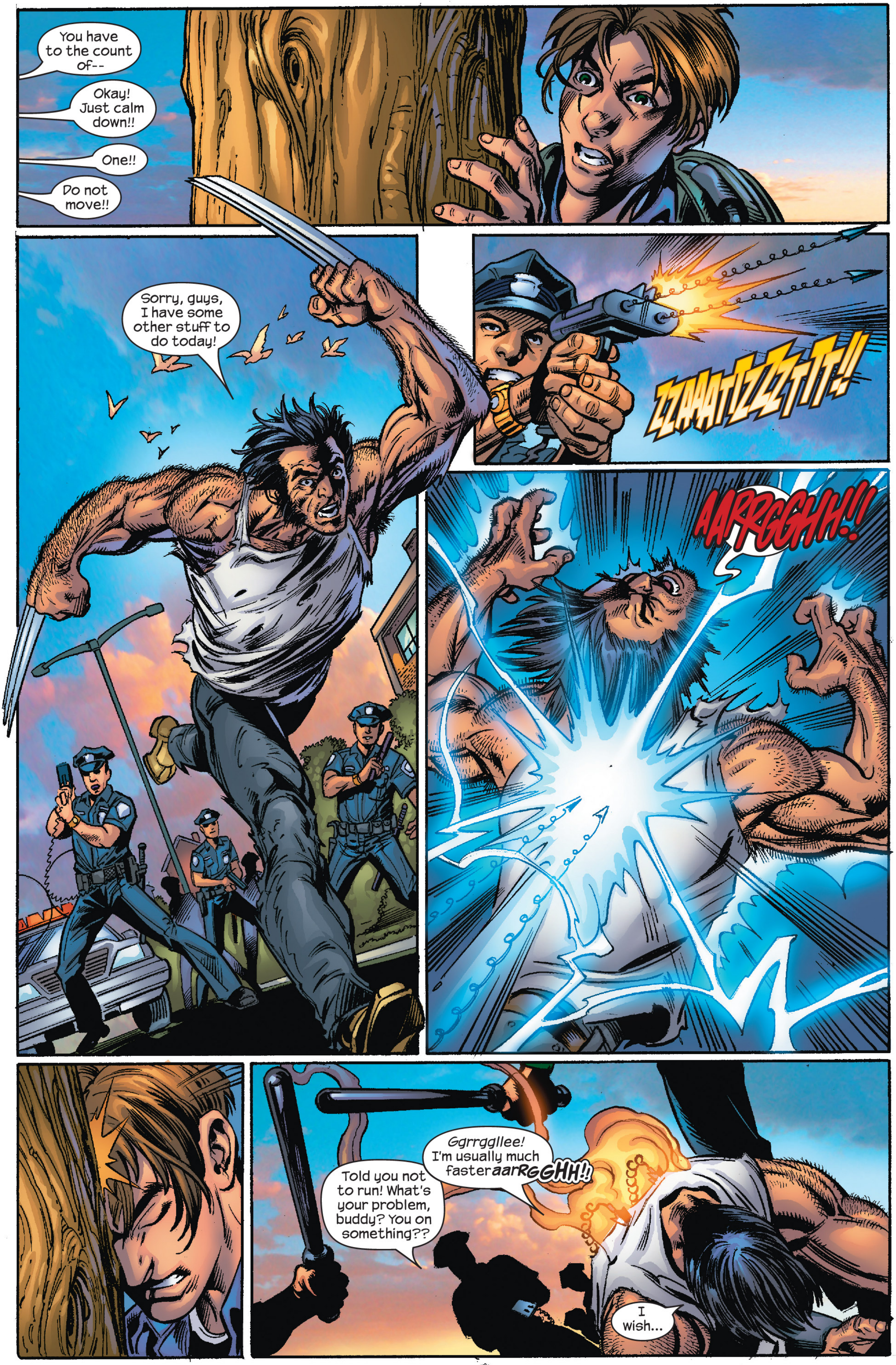

Hi, my name is Brian Bendis. I am the writer of Ultimate Spider-Man.
And tell them who *you* are?
I'm Nick Lowe, a-assistant editor.
And what do you have to tell these people?
Come on, don't do this- ow!
Tell them!
This- this story arc was my idea.
And?
And I'm *sorry*.
I-I didn't know he was *really* going to do it. I was just kidding around. I--
Now go fix my spelling!
Brian *Vaughan* knows how to spell.
This is the last part of this story, I promise.
(I mean, even *I* couldn't milk three issues out of *this.*)

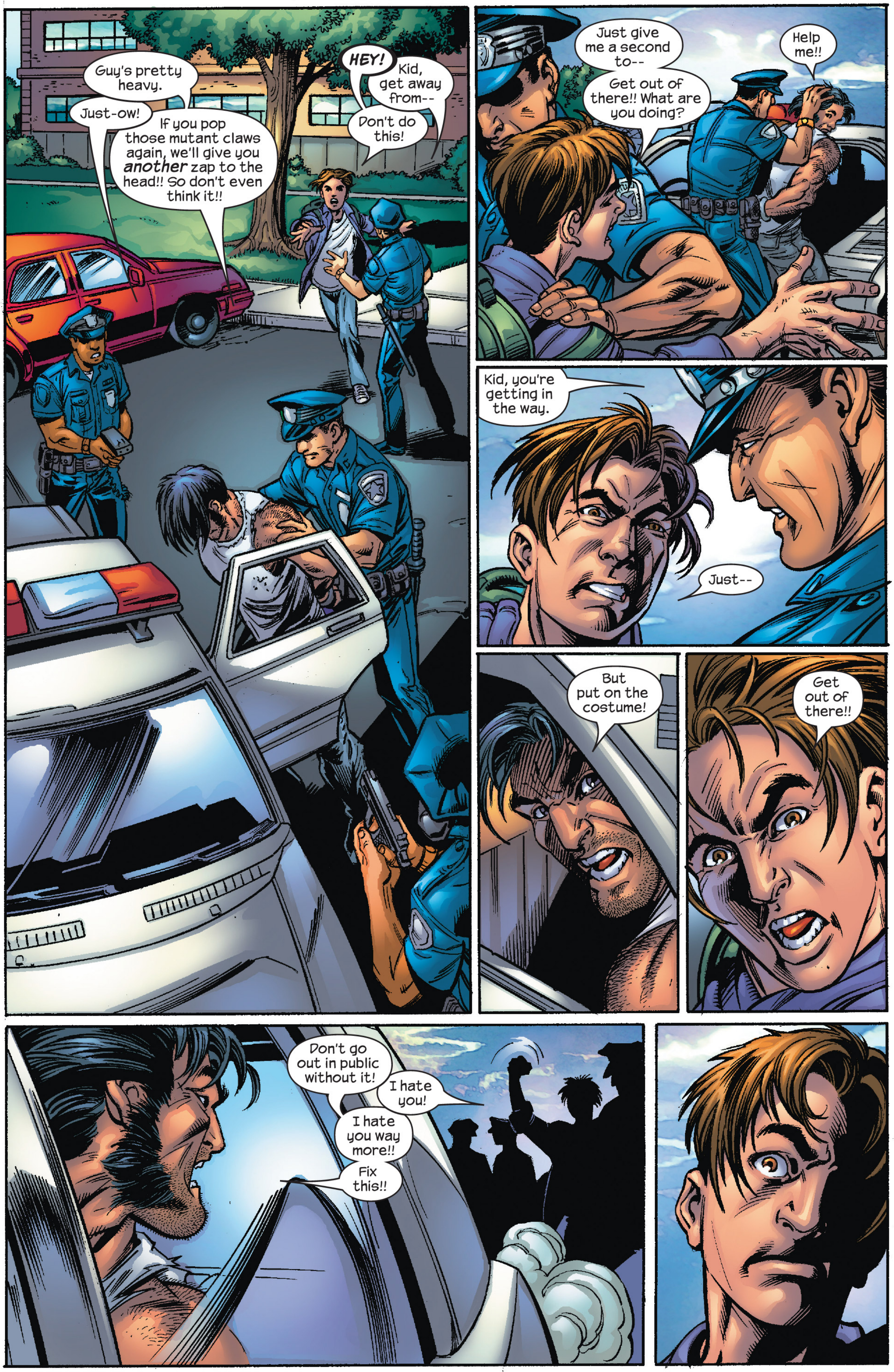
JUMP THE SHARK

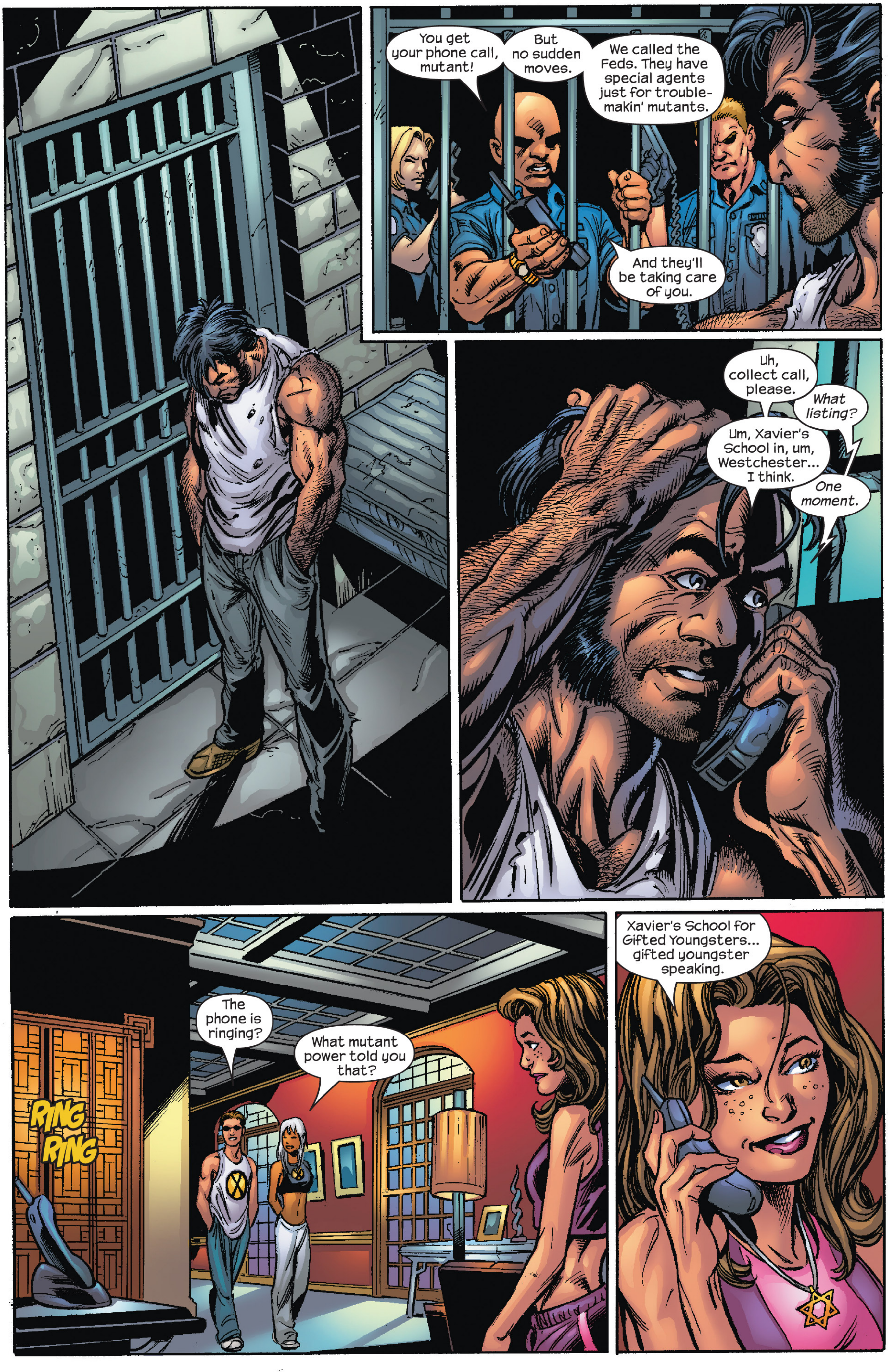

Ow...
Are you hurt? Can you move under there?
Well...
There is a *car* on me.
If you *can* move- slowly, slowly!! Move yourself out from under there.
No funny mutant moves. We saw your claws. We know who you are, mutant.
Slowly.
SNIKT
Ow!
I'm *warning* you!!

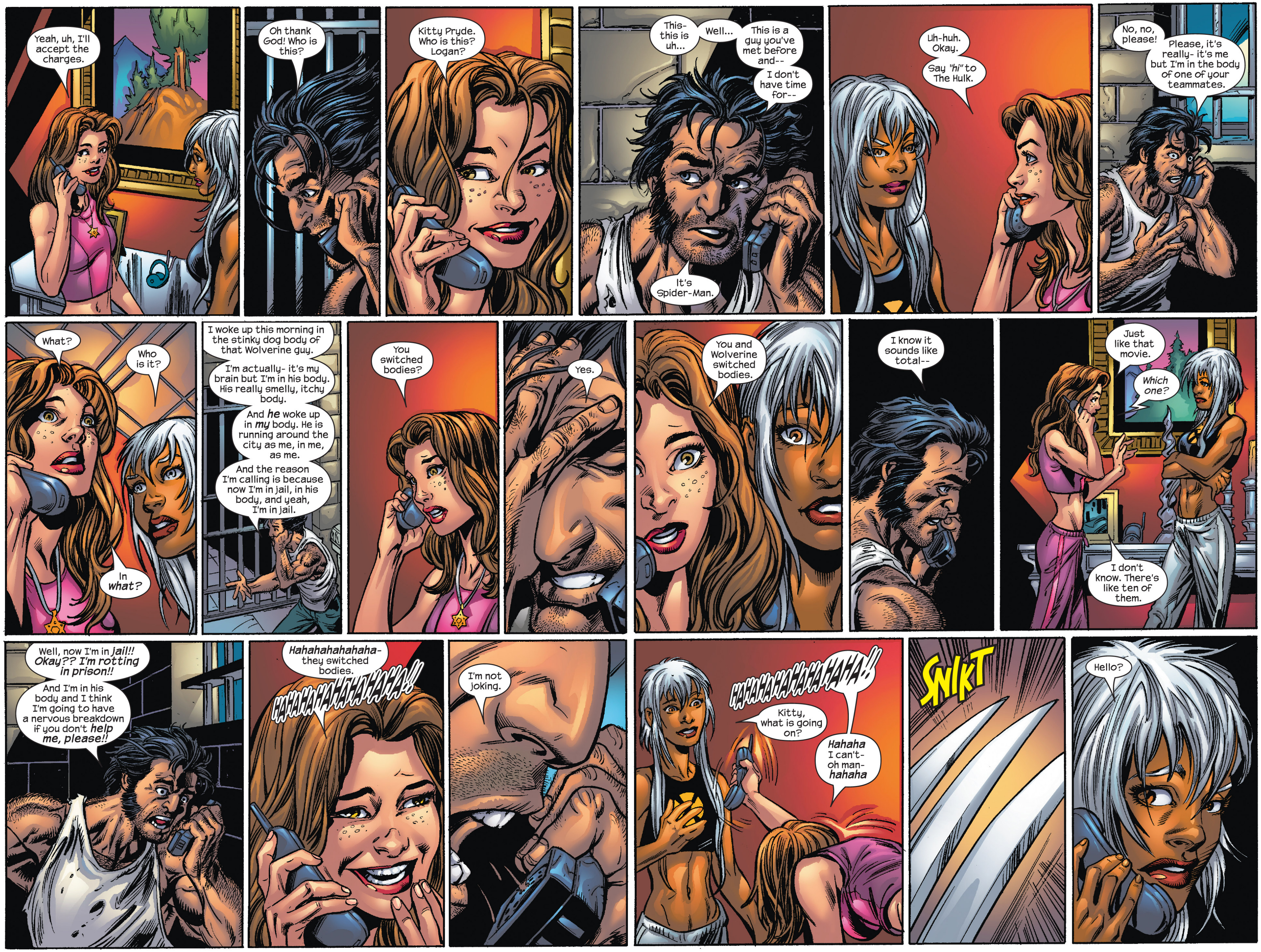

You guys see this?
Kids, get away from the window!
Guy's trapped under the car.
Cops got him!
Whoah!!
I said get away from the window!!
YO!
YO MUTIE!
Flash Thompson, if you ever plan on seeing a football field again, I would sit yourself **down** and keep your mouth **shut!!**
So, you're saying you want me to sit down?
You can smart-mouth me all you want, kiddo, I've had it from the best.
Whoah, you see who the dude is?
Is that guy from The X-Men?
Dude, dude!! The mutant X-Dude is out from under the car.
It *is* the X-Dude!
No way!
Ugh, I so wish I was a mutant in the worst way.
We should be sent home.
Oh, totally.

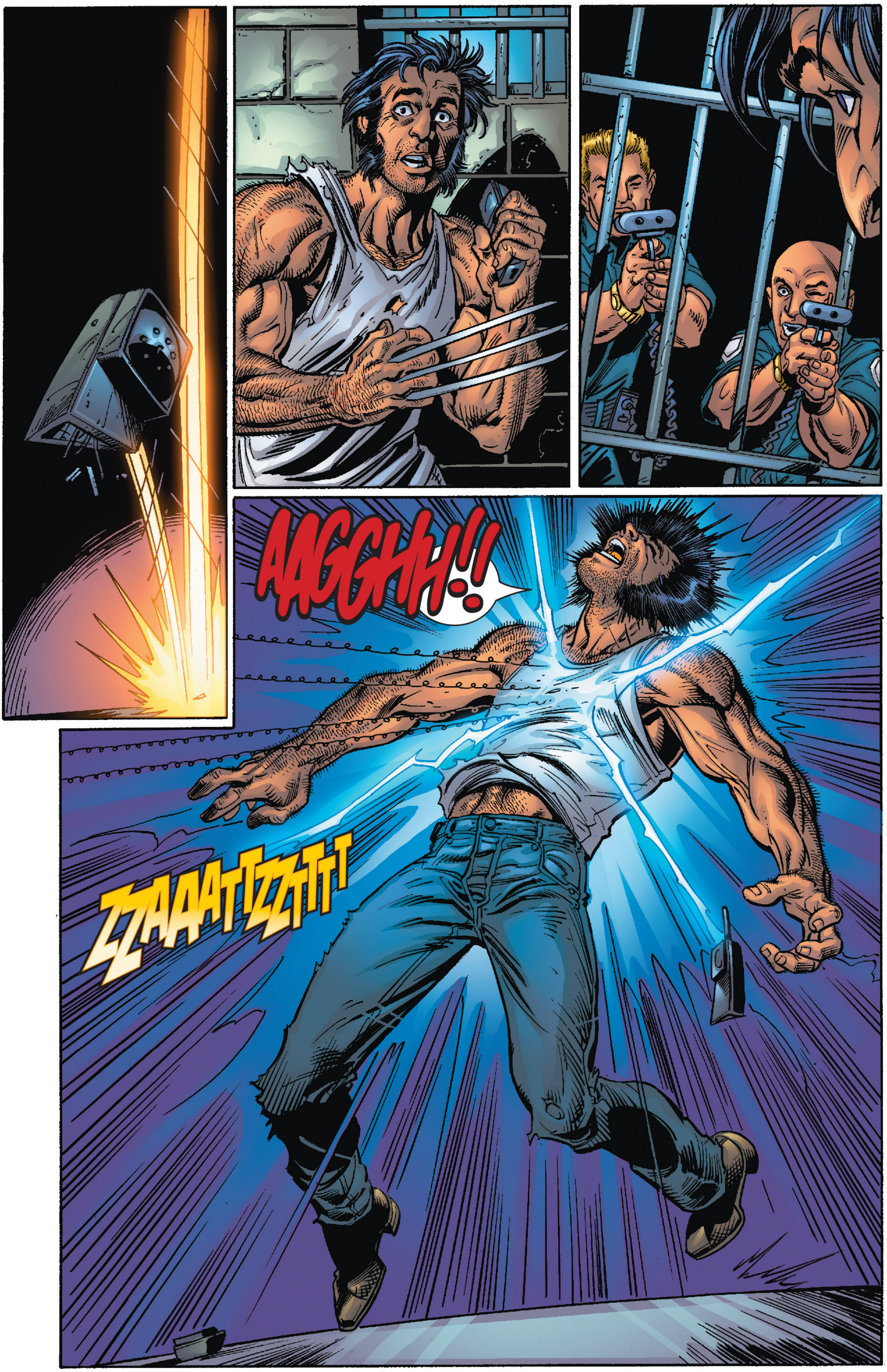

Hands up!!
Okay, listen, I'm totally cooperating and stuff. I'm totally--
Put your hands over your head and--!!
Just let me--
Hands over your head!!
SNIKT
Okay, okay. Just--
Ow!
Jeez!
Drop those claws, mutant!!
This is car 56, Officer Mackey. We have a 667!!
Call for backup!!
Drop the claws.
They're- I think they're attached.
Drop them *now!!*
I don't know how!!
SNIKT
Oh, uh, there you go.
SNIKT
Nuts.
Drop the weapons.
Here, here!!
You do it!! I don't know how!!
On your knees.
Okay. Okay.

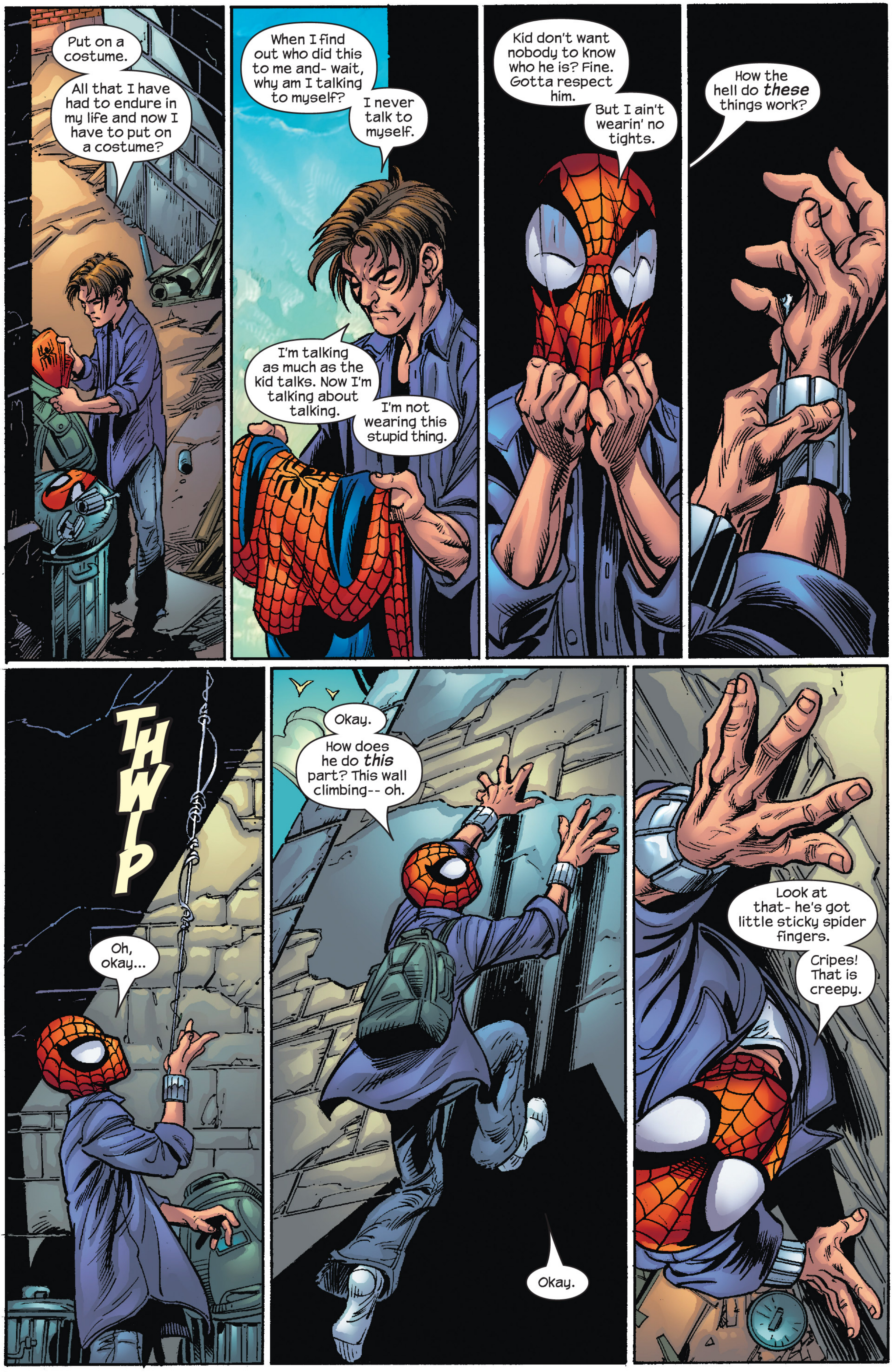

You have to the count of--
Okay! Just calm down!!
One!!
Do not move!!
Sorry, guys, I have some other stuff to do today!
ZZAAATTZZZTTT!!
AARRGGHH!!
Ggrrgllee! I'm usually much fasteraarRGGHH!!
Told you not to run! What's your problem, buddy? You on something??
I wish...

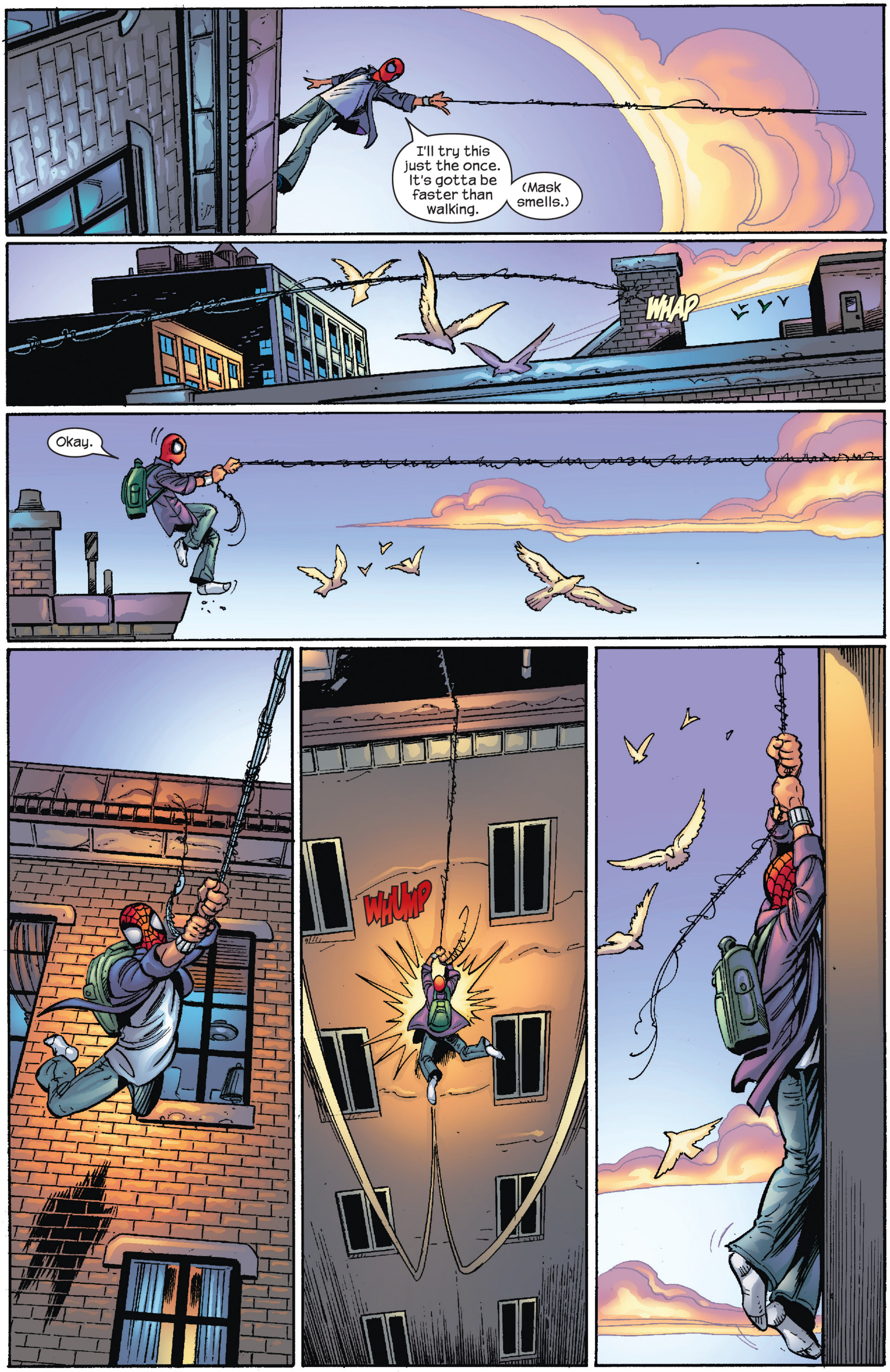

Guy's pretty heavy.
Just-ow!
If you pop those mutant claws again, we'll give you *another* zap to the head!! So don't even think it!!
HEY!
Kid, get away from--
Don't do this!
Just give me a second to--
Get out of there!! What are you doing?
Help me!!
Kid, you're getting in the way.
Just--
But put on the costume!
Get out of there!!
Don't go out in public without it!
I hate you!
I hate you way more!!
Fix this!!

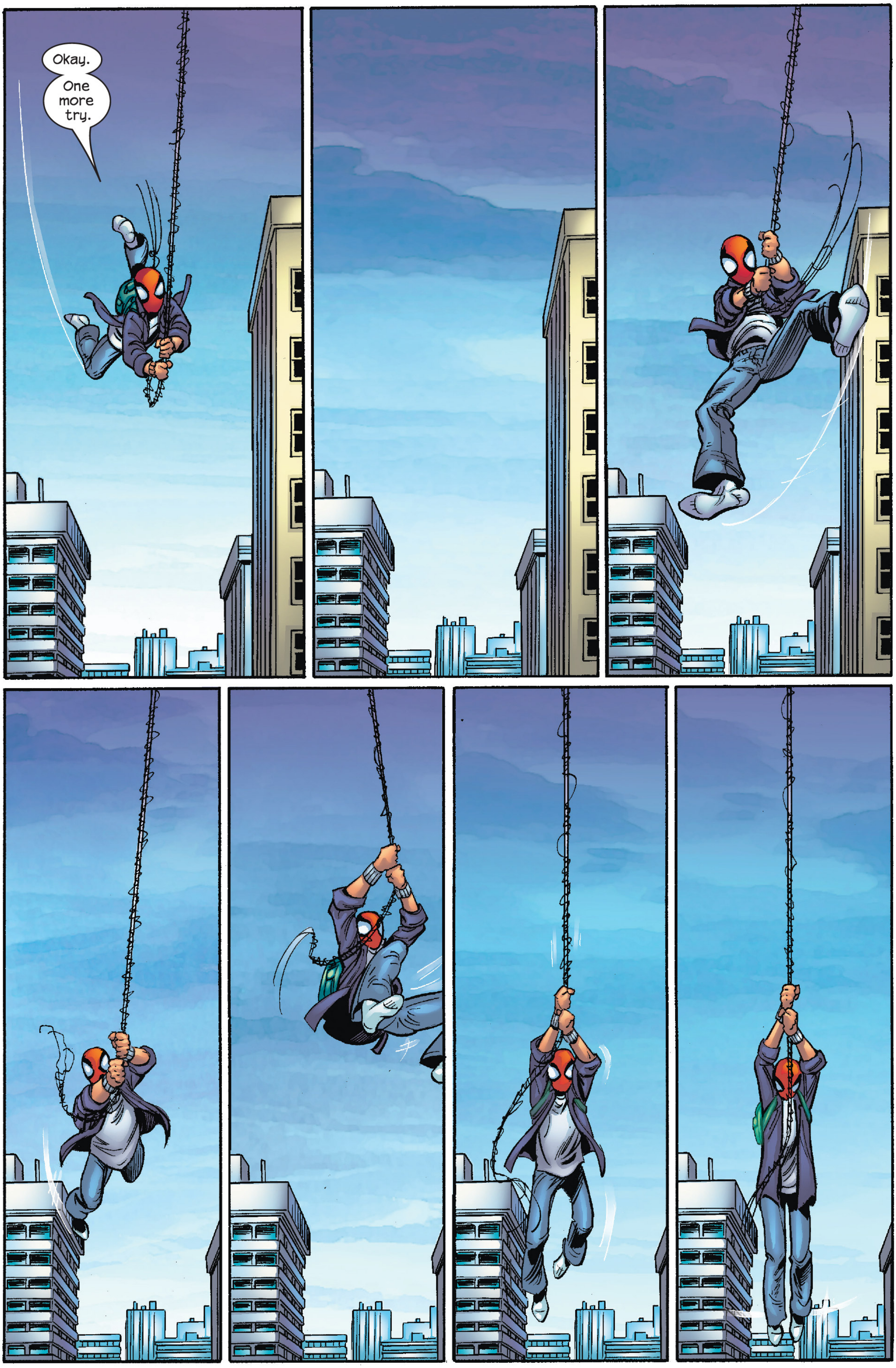

You get your phone call, mutant!
But no sudden moves.
We called the Feds. They have special agents just for trouble-makin' mutants.
And they'll be taking care of you.
Uh, collect call, please.
What listing?
Um, Xavier's School in, um, Westchester... I think.
One moment.
RING RING
The phone is ringing?
What mutant power told you that?
Xavier's School for Gifted Youngsters... gifted youngster speaking.

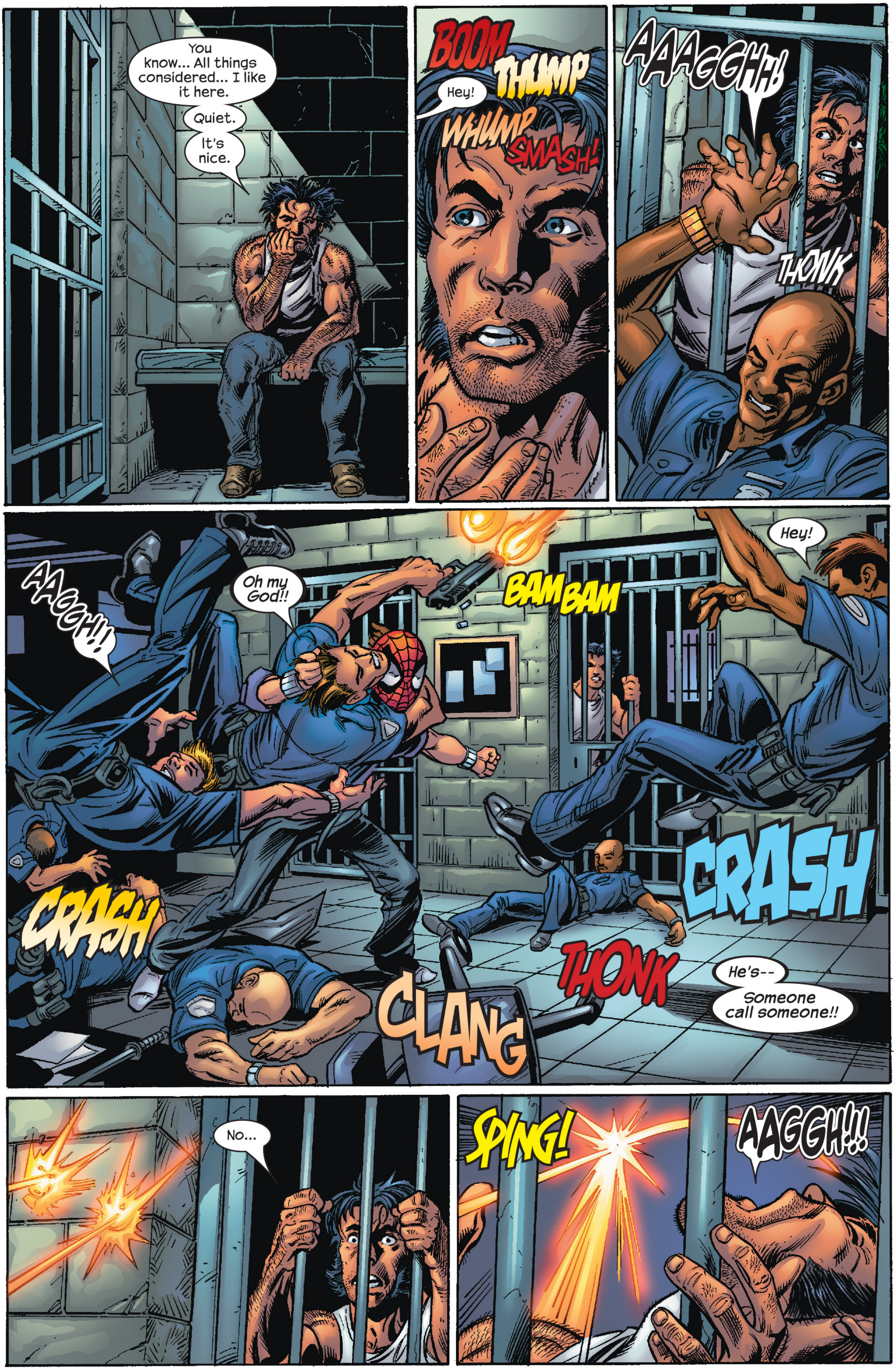

Yeah, uh, I'll accept the charges.
Oh thank God! Who is this?
Kitty Pryde. Who is this? Logan?
This- this is uh...
Well...
This is a guy you've met before and--
I don't have time for--
It's Spider-Man.
Uh-huh. Okay.
Say "hi" to The Hulk.
No, no, please!
Please, it's really- it's me but I'm in the body of one of your teammates.
What?
Who is it?
In what?
I woke up this morning in the stinky dog body of that Wolverine guy.
I'm actually- it's my brain but I'm in his body. His really smelly, itchy body.
And **he** woke up in **my** body. He is running around the city as me, in me, as me.
And the reason I'm calling is because now I'm in jail, in his body, and yeah, I'm in jail.
You switched bodies?
Yes.
You and Wolverine switched bodies.
I know it sounds like total--
Just like that movie.
Which one?
I don't know. There's like ten of them.
Well, now I'm in *jail!! Okay?? I'm rotting in prison!!*
And I'm in his body and I think I'm going to have a nervous breakdown if you don't ***help me, please!!***
Hahahahahahaha- they switched bodies.
HAHAHAHAHAHAHAHA!!
I'm not joking.
HAHAHAHAHAHAHAHAHA!!
Kitty, what is going on?
Hahaha I can't- oh man- ***hahaha***
SNIKT
Hello?

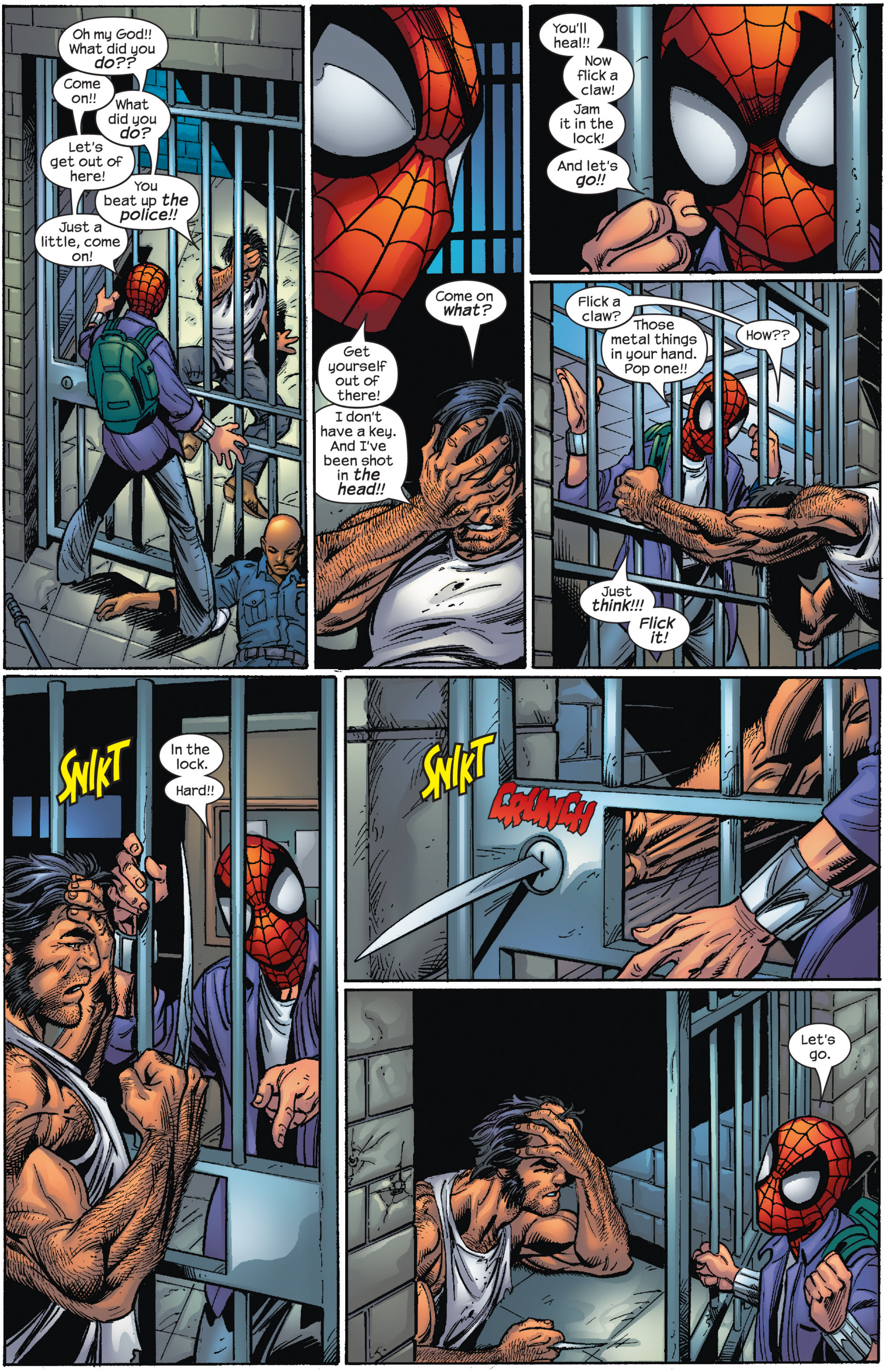

AAGGHH!!
ZZAAATTZZTTT

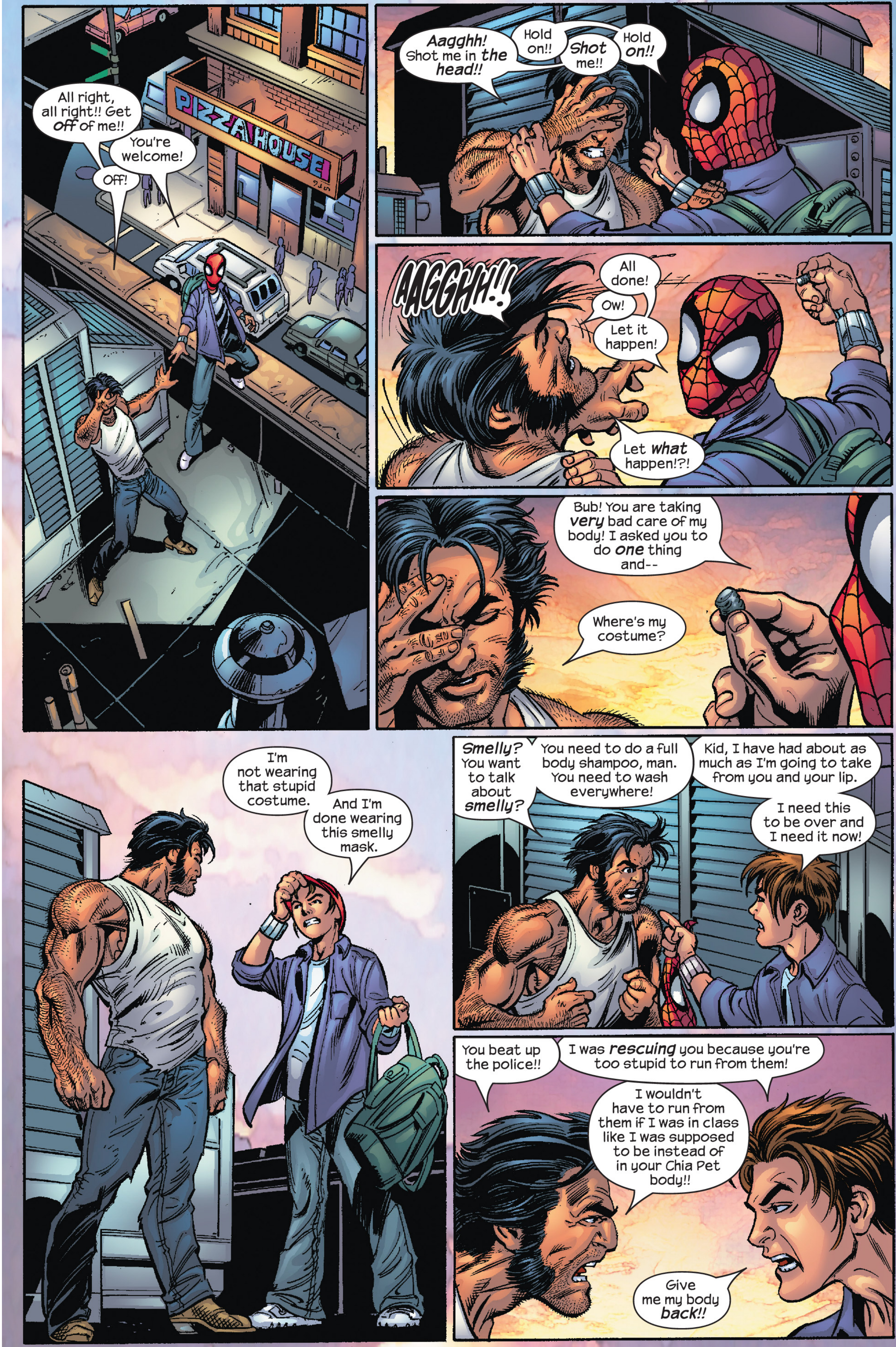

Put on a costume.
All that I have had to endure in my life and now I have to put on a costume?
When I find out who did this to me and- wait, why am I talking to myself?
I never talk to myself.
I'm talking as much as the kid talks. Now I'm talking about talking.
I'm not wearing this stupid thing.
Kid don't want nobody to know who he is? Fine. Gotta respect him.
But I ain't wearin' no tights.
How the hell do *these* things work?
THWIP
Oh, okay...
Okay.
How does he do *this* part? This wall climbing-- oh.
Okay.
Look at that- he's got little sticky spider fingers.
Cripes! That is creepy.

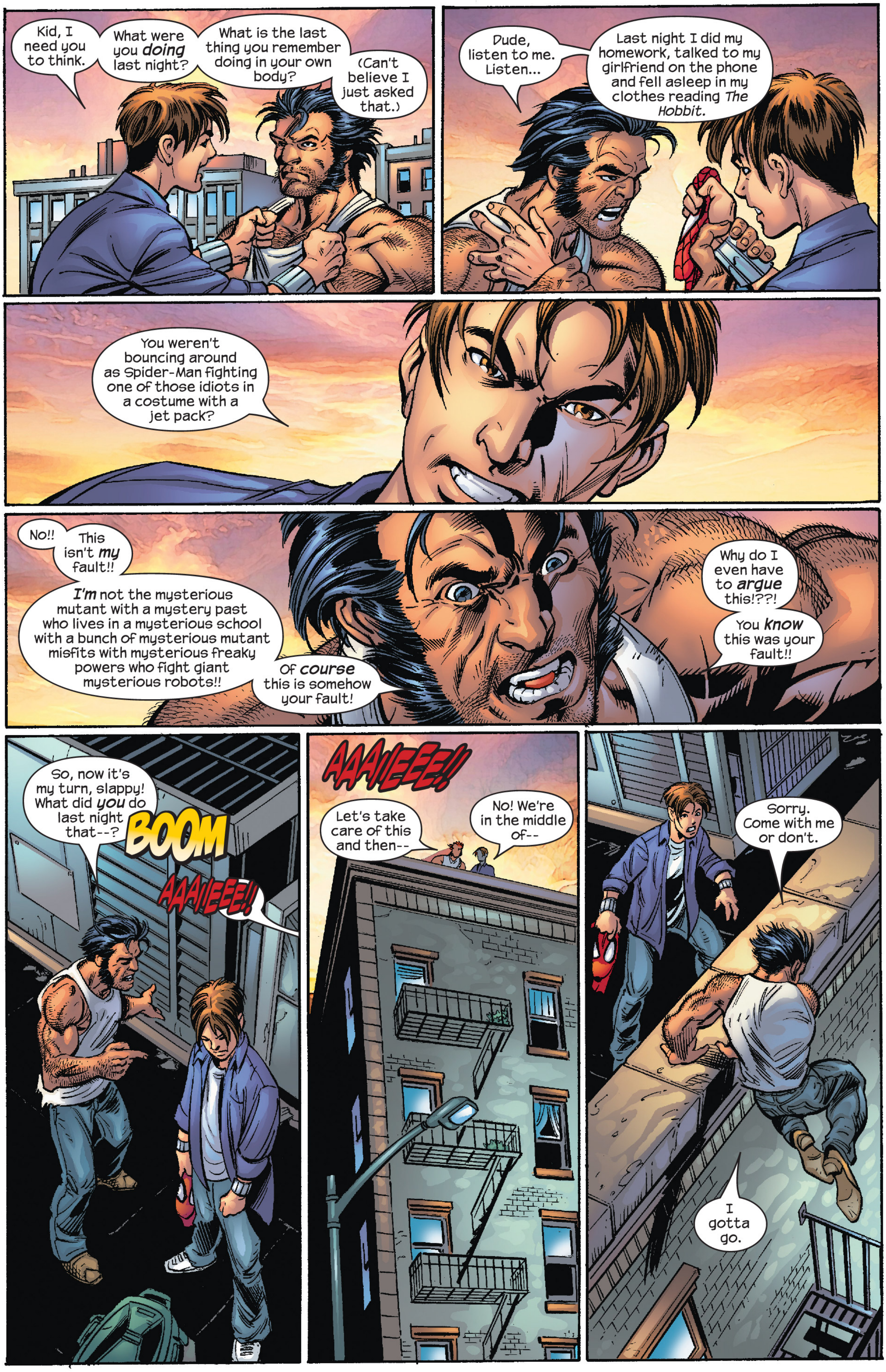

I'll try this just the once. It's gotta be faster than walking.
(Mask smells.)
WHAP
Okay.
WHUMP

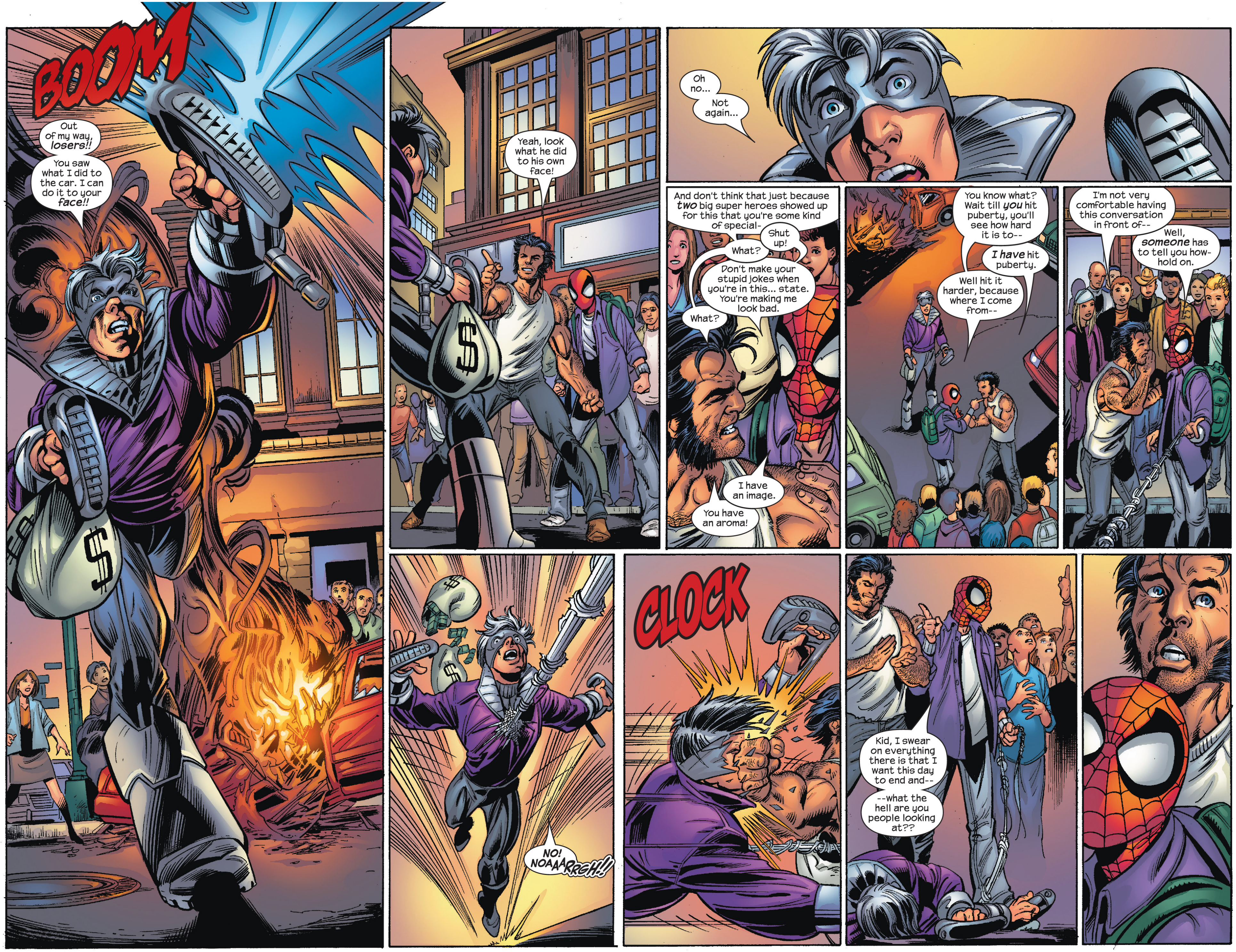

Okay.
One more try.

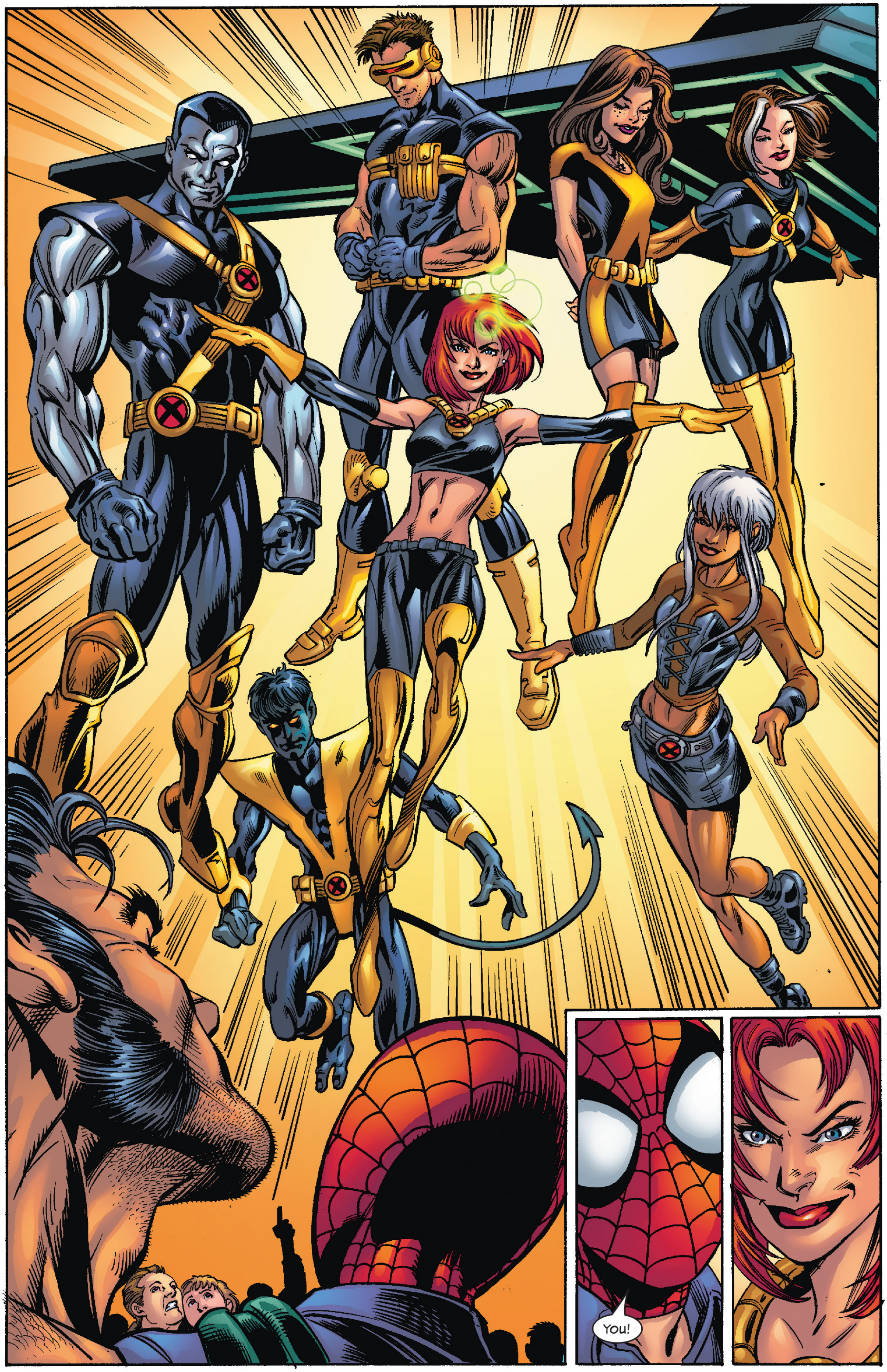

You know... All things considered... I like it here.
Quiet.
It's nice.
BOOM
THUMP
Hey!
WHUMP
SMASH!
AAAGGHH!
THONK
AAGGH!!
Oh my God!!
BAM BAM
Hey!
CRASH
CRASH
CLANG
THONK
He's--
Someone call someone!!
No...
SPING!
AAGGH!!!

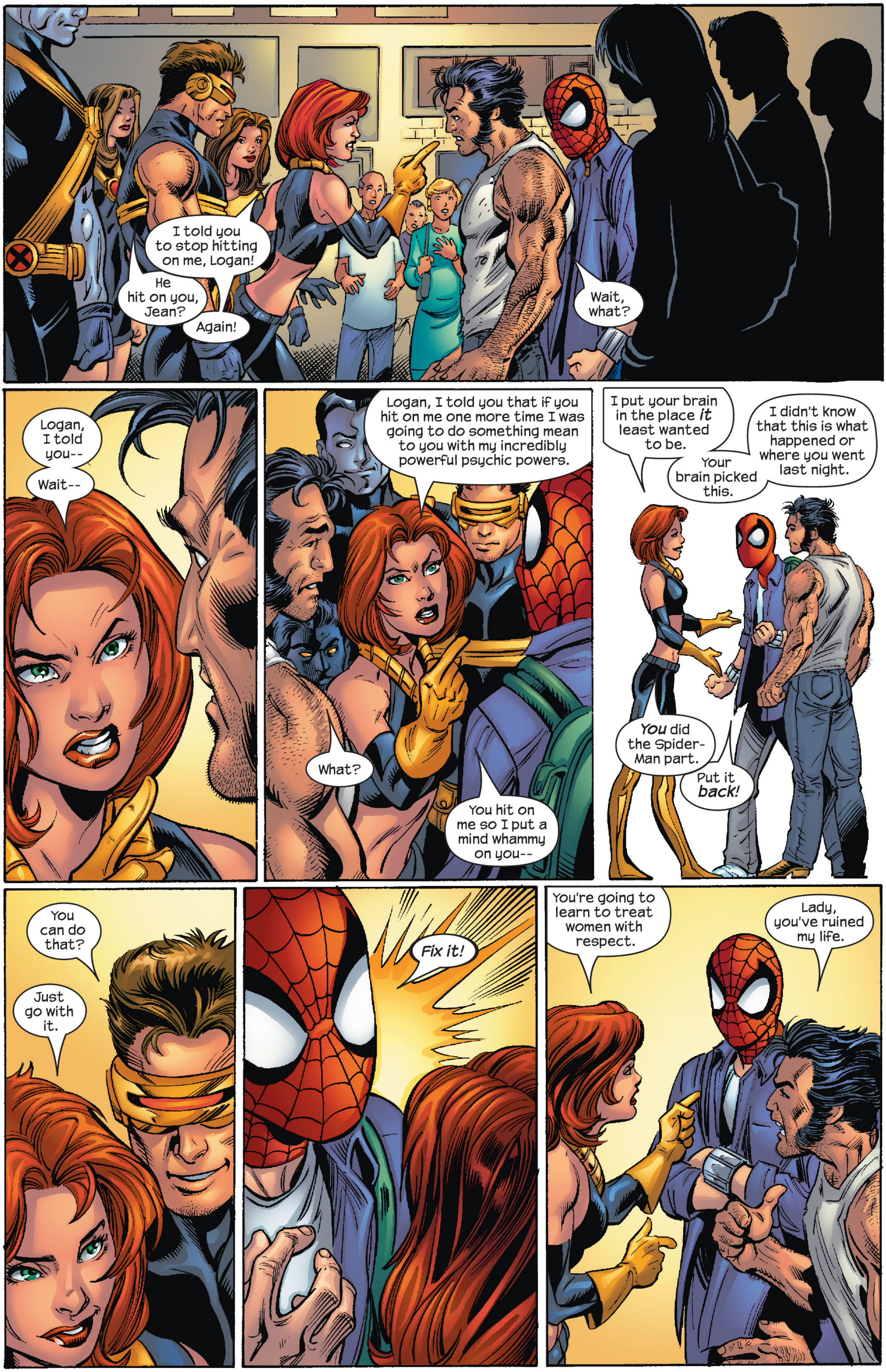

Oh my God!! What did you do??
Come on!!
What did you do?
Let's get out of here!
You beat up the police!!
Just a little, come on!
Come on what?
Get yourself out of there!
I don't have a key. And I've been shot in the head!!
You'll heal!!
Now flick a claw!
Jam it in the lock!
And let's go!!
Flick a claw?
How??
Those metal things in your hand. Pop one!!
Just think!!!
Flick it!
SNIKT
In the lock.
Hard!!
SNIKT
CRUNCH
Let's go.

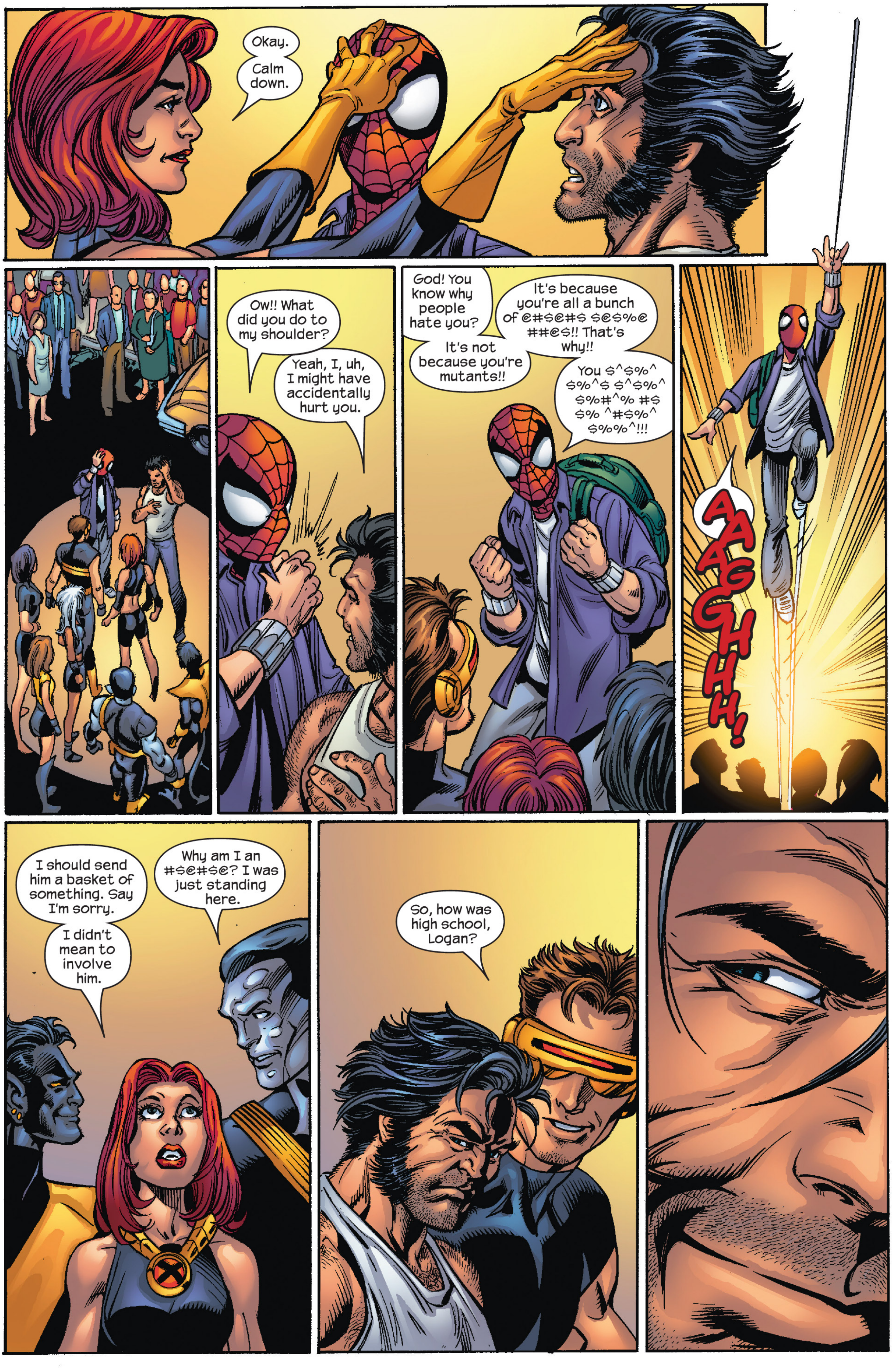

All right, all right!! Get off of me!!
You're welcome!
Off!
PIZZA HOUSE
Aagghh! Shot me in the head!!
Hold on!!
Shot me!!
Hold on!!
AAGGHH!!
All done!
Ow!
Let it happen!
Let what happen!?!
Bub! You are taking very bad care of my body! I asked you to do one thing and--
Where's my costume?
I'm not wearing that stupid costume.
And I'm done wearing this smelly mask.
Smelly? You want to talk about smelly?
You need to do a full body shampoo, man. You need to wash everywhere!
Kid, I have had about as much as I'm going to take from you and your lip.
I need this to be over and I need it now!
You beat up the police!!
I was rescuing you because you're too stupid to run from them!
I wouldn't have to run from them if I was in class like I was supposed to be instead of in your Chia Pet body!!
Give me my body back!!


Kid, I need you to think.
What were you *doing* last night?
What is the last thing you remember doing in your own body?
(Can't believe I just asked that.)
Dude, listen to me. Listen...
Last night I did my homework, talked to my girlfriend on the phone and fell asleep in my clothes reading *The Hobbit.*
You weren't bouncing around as Spider-Man fighting one of those idiots in a costume with a jet pack?
No!!
This isn't *my* fault!!
I'm not the mysterious mutant with a mystery past who lives in a mysterious school with a bunch of mysterious mutant misfits with mysterious freaky powers who fight giant mysterious robots!!
Of *course* this is somehow your fault!
Why do I even have to *argue* this!??!
You *know* this was your fault!!
So, now it's my turn, slappy! What did *you* do last night that--?
BOOM
AAAIEEE!!
AAAIEEE!!
Let's take care of this and then--
No! We're in the middle of--
Sorry. Come with me or don't.
I gotta go.

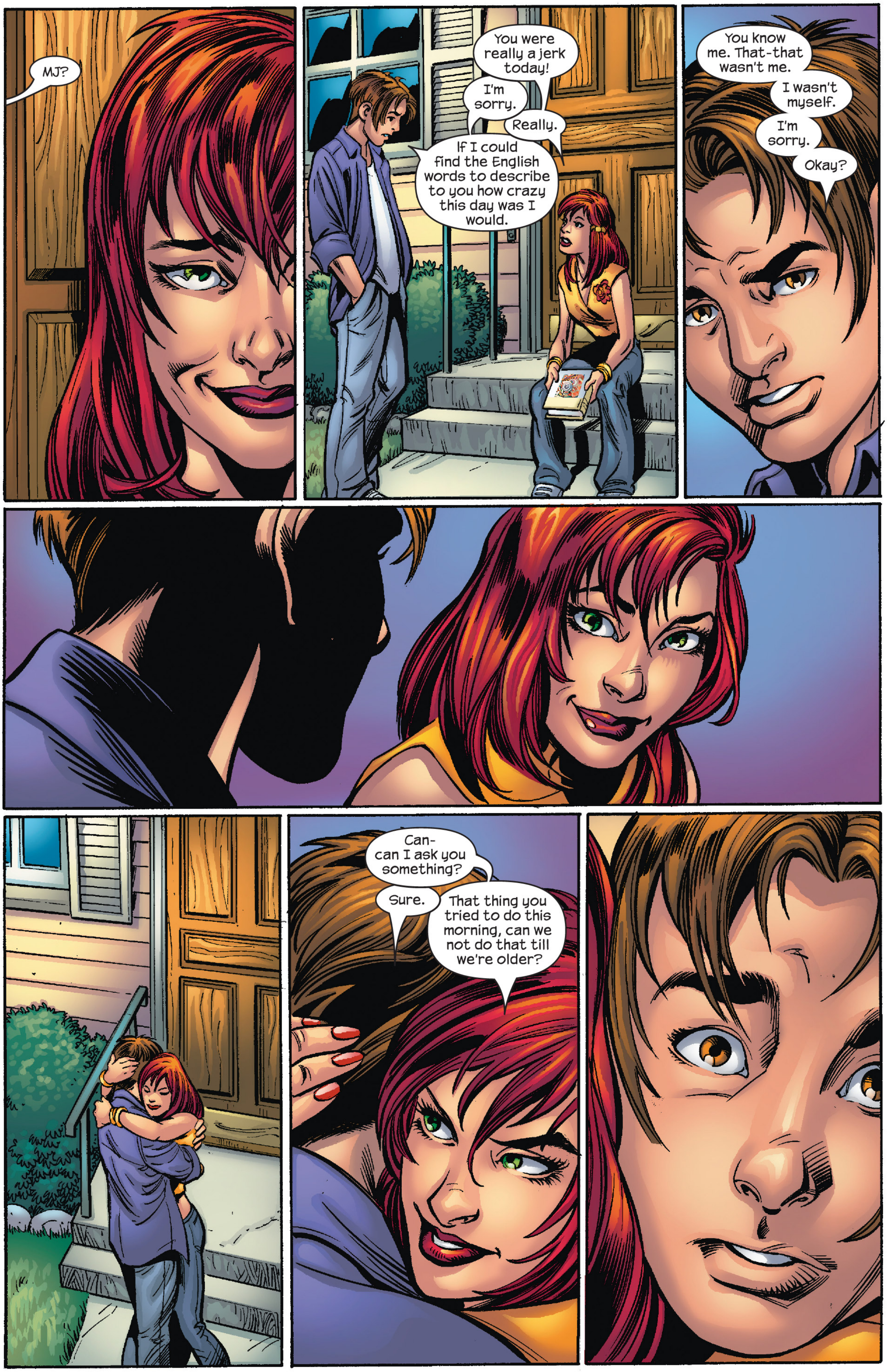

BOOM
Out of my way, *losers!!*
You saw what I did to the car. I can do it to your *face!!*
Yeah, look what he did to his own face!
Oh no... Not again...
And don't think that just because *two* big super heroes showed up for this that you're some kind of special-
Shut up!
What?
Don't make your stupid jokes when you're in this... state. You're making me look bad.
What?
I have an image.
You have an aroma!
You know what? Wait till *you* hit puberty, you'll see how hard it is to--
I have hit puberty.
Well hit it harder, because where I come from--
I'm not very comfortable having this conversation in front of--
Well, *someone* has to tell you how- hold on.
NO! NOAAARRGH!!
CLOCK
Kid, I swear on everything there is that I want this day to end and--
--what the hell are you people looking at??

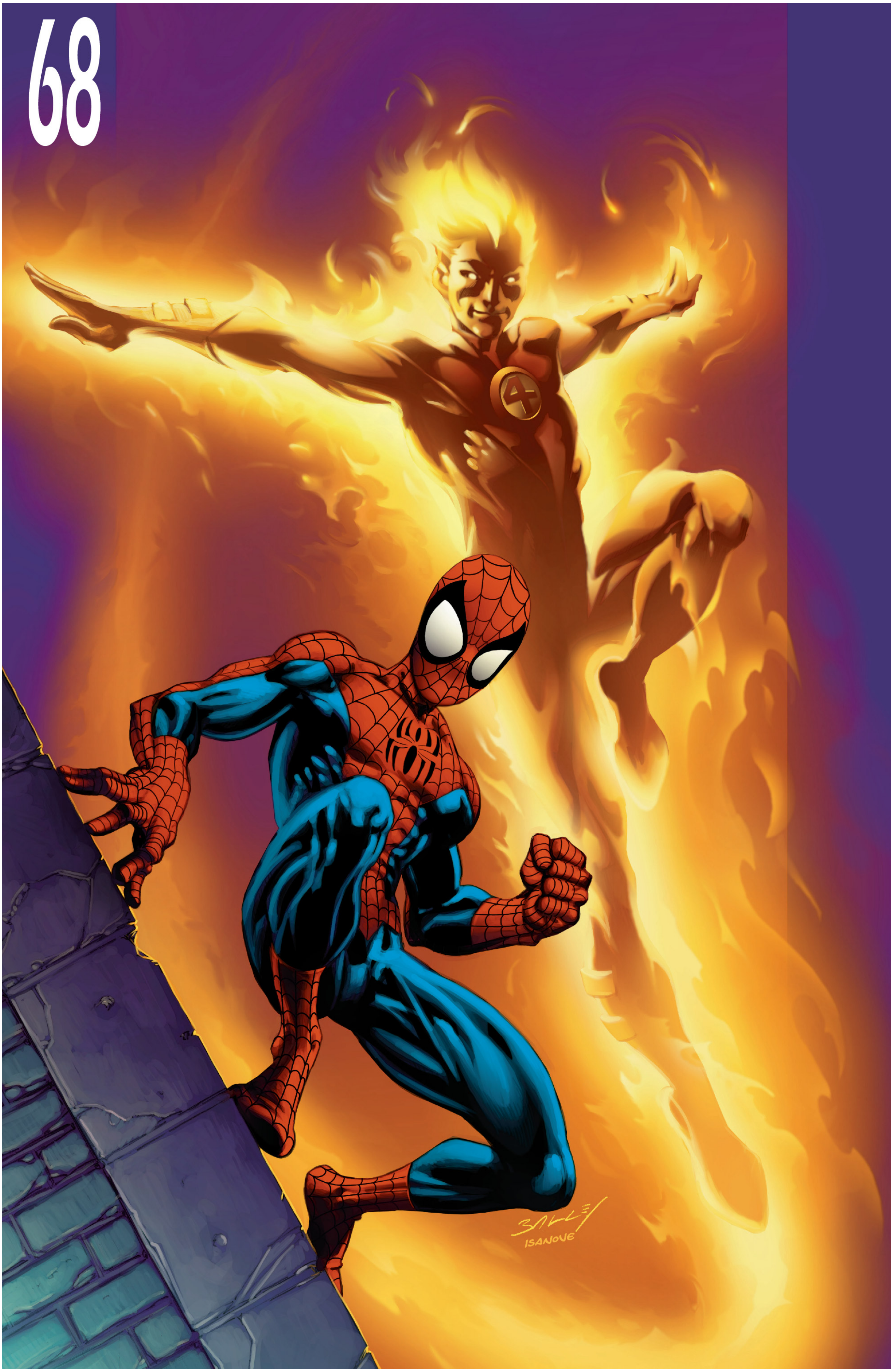

YOU!


I told you to stop hitting on me, Logan!
He hit on you, Jean?
Again!
Wait, what?
Logan, I told you--
Wait--
Logan, I told you that if you hit on me one more time I was going to do something mean to you with my incredibly powerful psychic powers.
What?
You hit on me so I put a mind whammy on you--
I put your brain in the place *it* least wanted to be.
Your brain picked this.
I didn't know that this is what happened or where you went last night.
You did the Spider-Man part.
Put it *back!*
You can do that?
Just go with it.
Fix it!
You're going to learn to treat women with respect.
Lady, you've ruined my life.

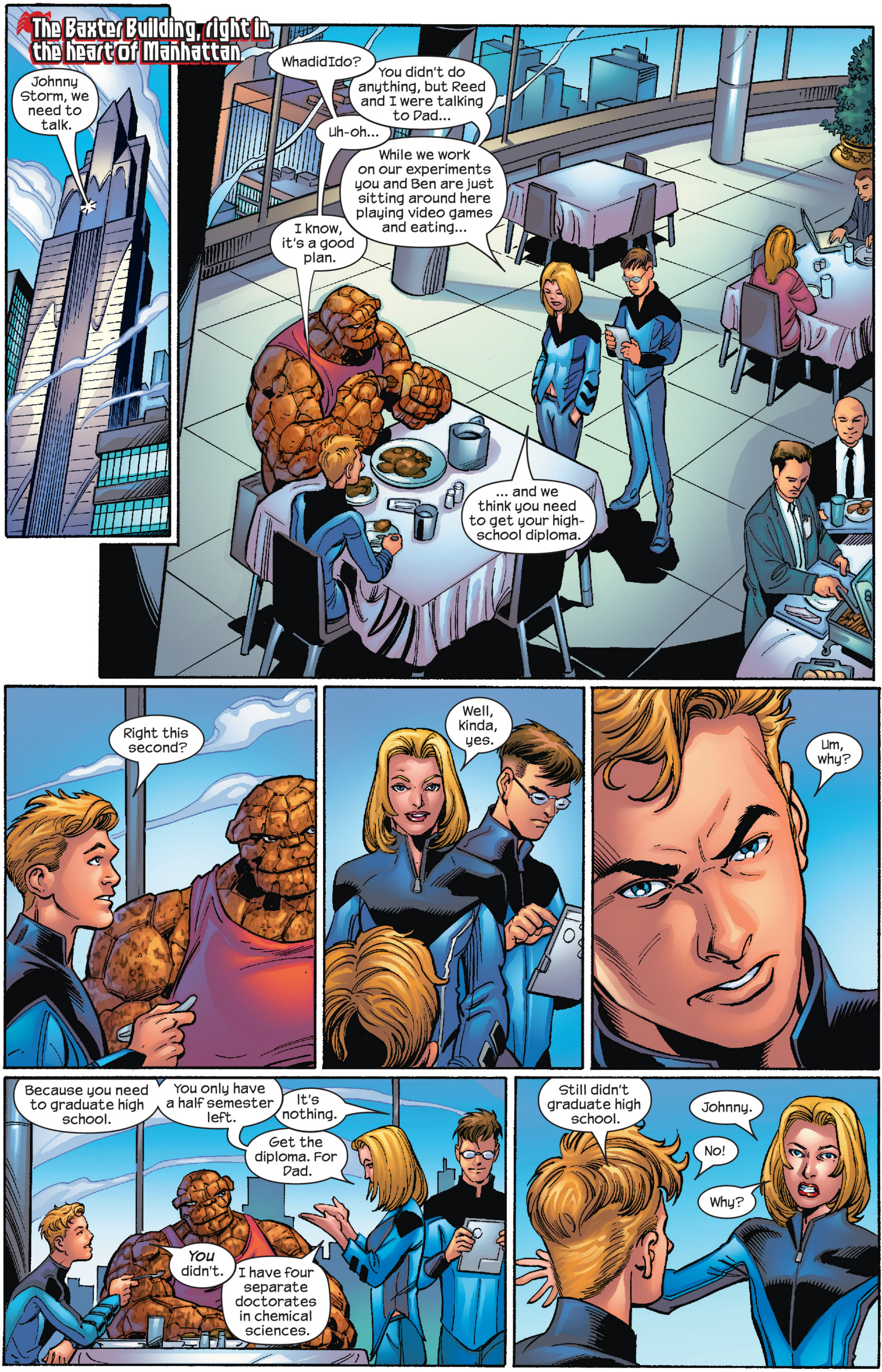


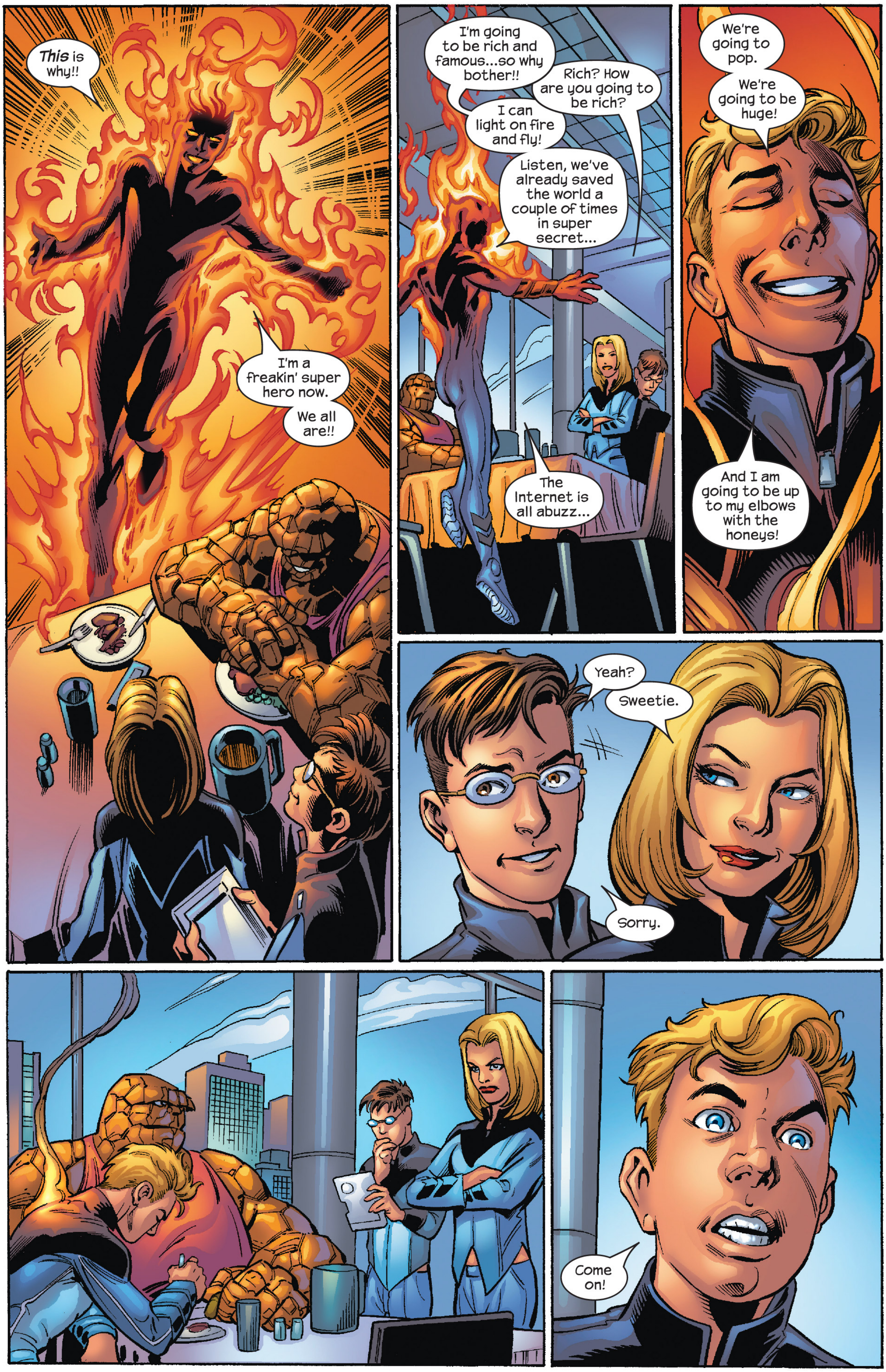
Okay.
Calm down.
Ow!! What did you do to my shoulder?
Yeah, I, uh, I might have accidentally hurt you.
God! You know why people hate you?
It's not because you're mutants!!
It's because you're all a bunch of @#$@#$ $@$%@ ##@$!! That's why!!
You $^$%^ $%^$ $^$%^ $%#^% #$ $% ^#$%^ $%%^!!!
AAAGHHH!
I should send him a basket of something. Say I'm sorry.
I didn't mean to involve him.
Why am I an #$@#$@? I was just standing here.
So, how was high school, Logan?

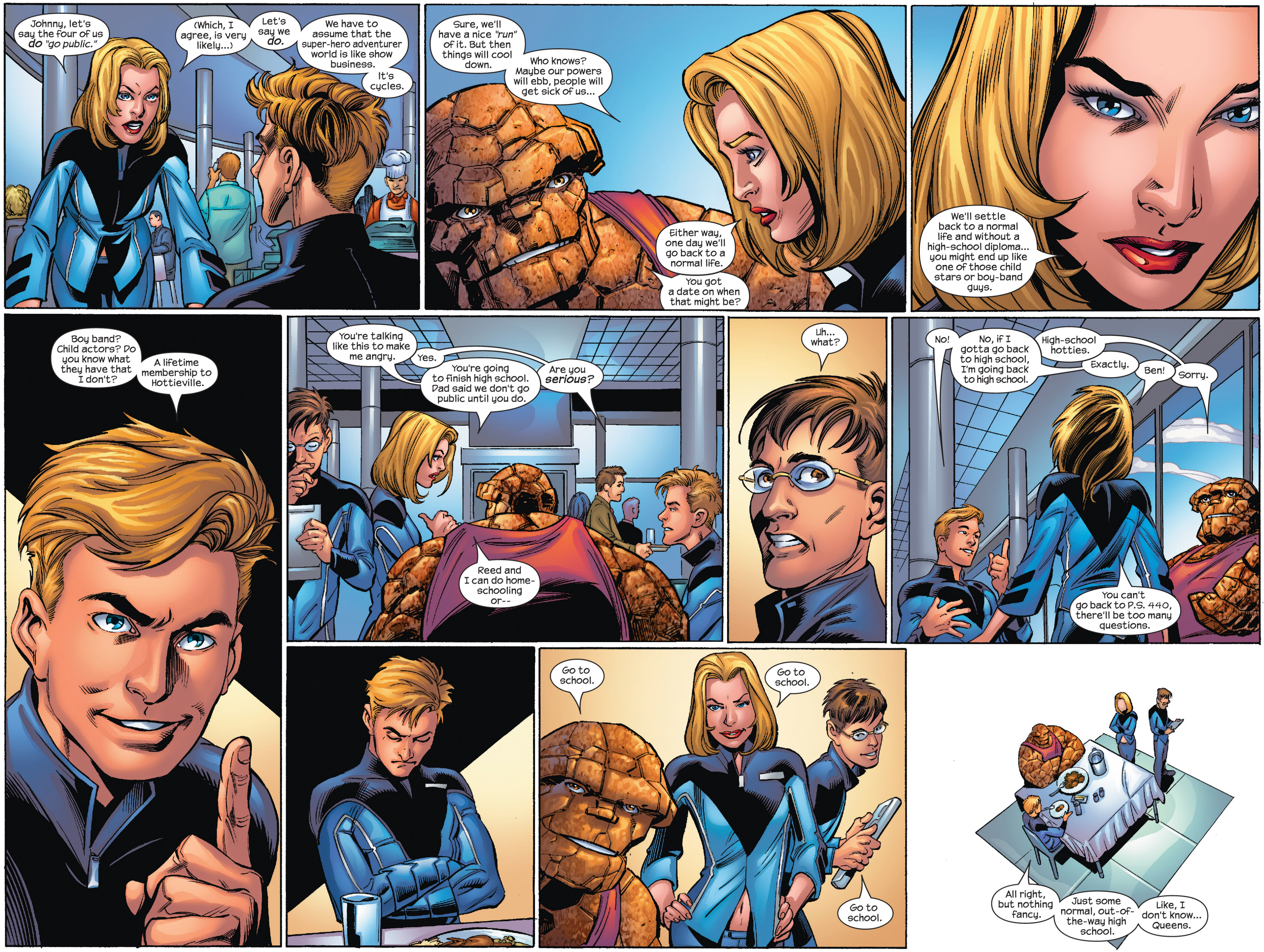

MJ?
You were really a jerk today!
I'm sorry.
Really.
If I could find the English words to describe to you how crazy this day was I would.
You know me. That-that wasn't me.
I wasn't myself.
I'm sorry.
Okay?
Can- can I ask you something?
Sure.
That thing you tried to do this morning, can we not do that till we're older?

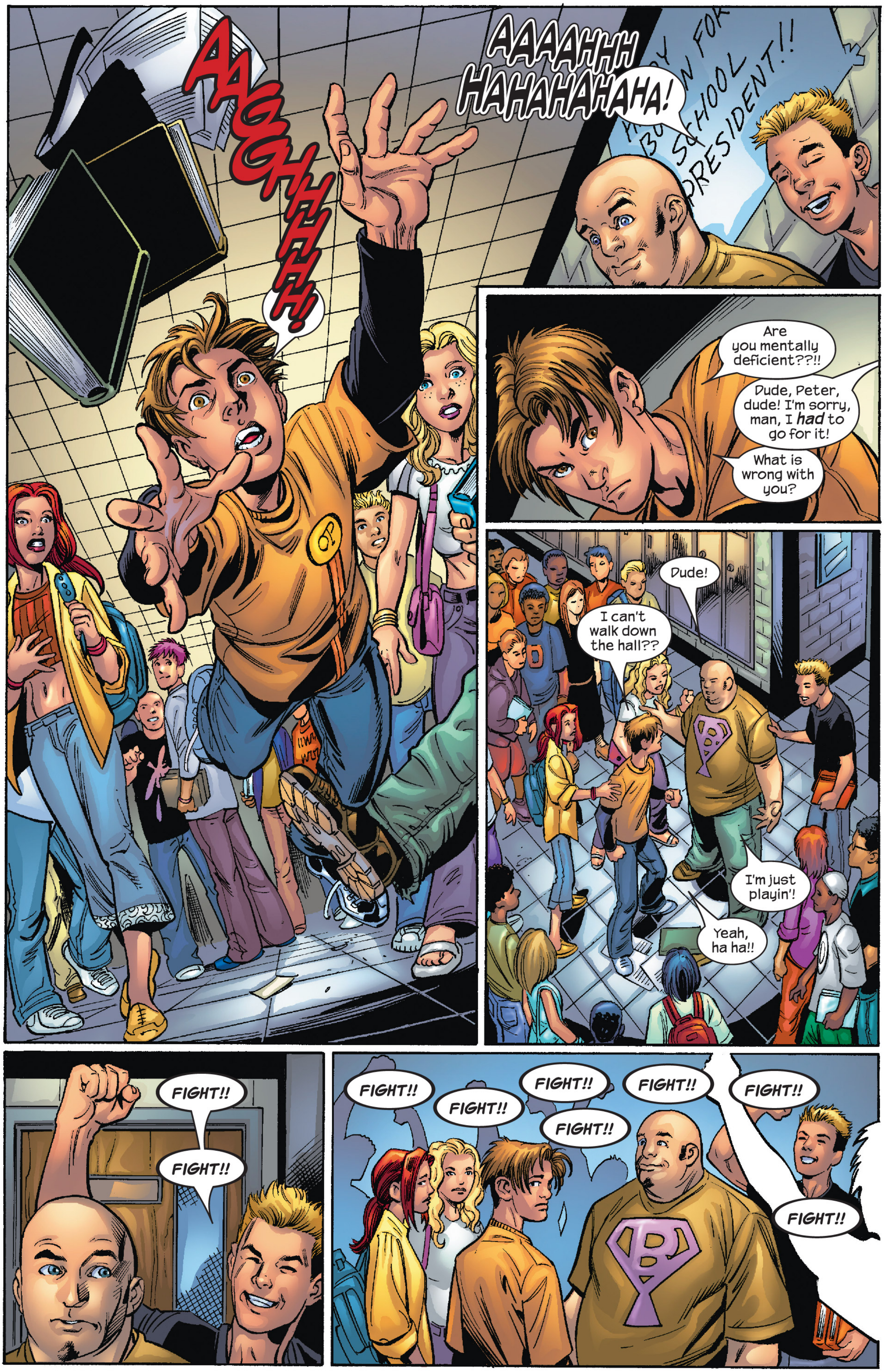

68
BAGLEY
ISANOVE

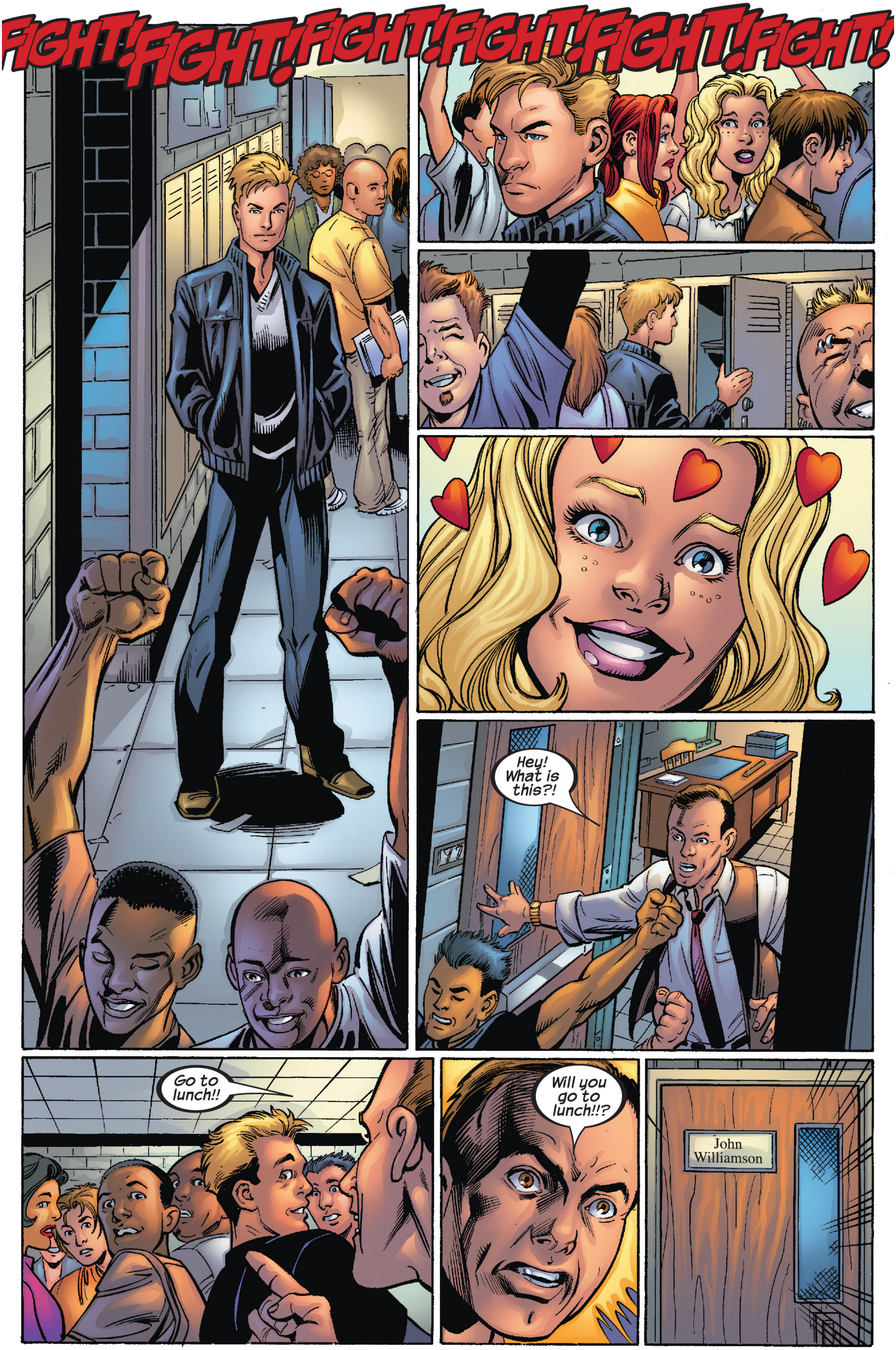
69
ISANOVE

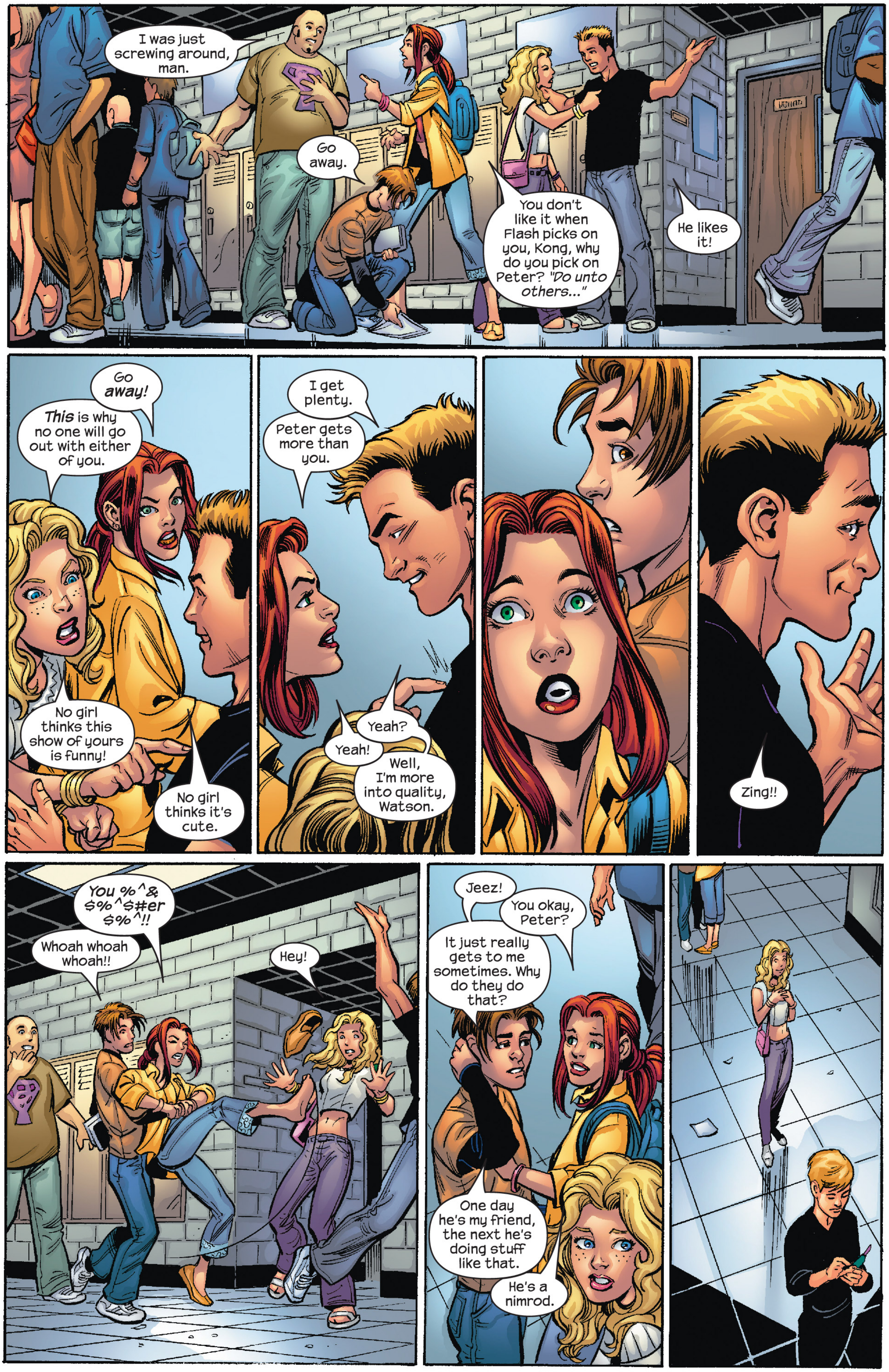

The Baxter Building, right in the heart of Manhattan
Johnny Storm, we need to talk.
WhadidIdo?
You didn't do anything, but Reed and I were talking to Dad...
Uh-oh...
While we work on our experiments you and Ben are just sitting around here playing video games and eating...
I know, it's a good plan.
... and we think you need to get your high-school diploma.
Right this second?
Well, kinda, yes.
Um, why?
Because you need to graduate high school.
You only have a half semester left.
It's nothing.
Get the diploma. For Dad.
You didn't.
I have four separate doctorates in chemical sciences.
Still didn't graduate high school.
Johnny.
No!
Why?

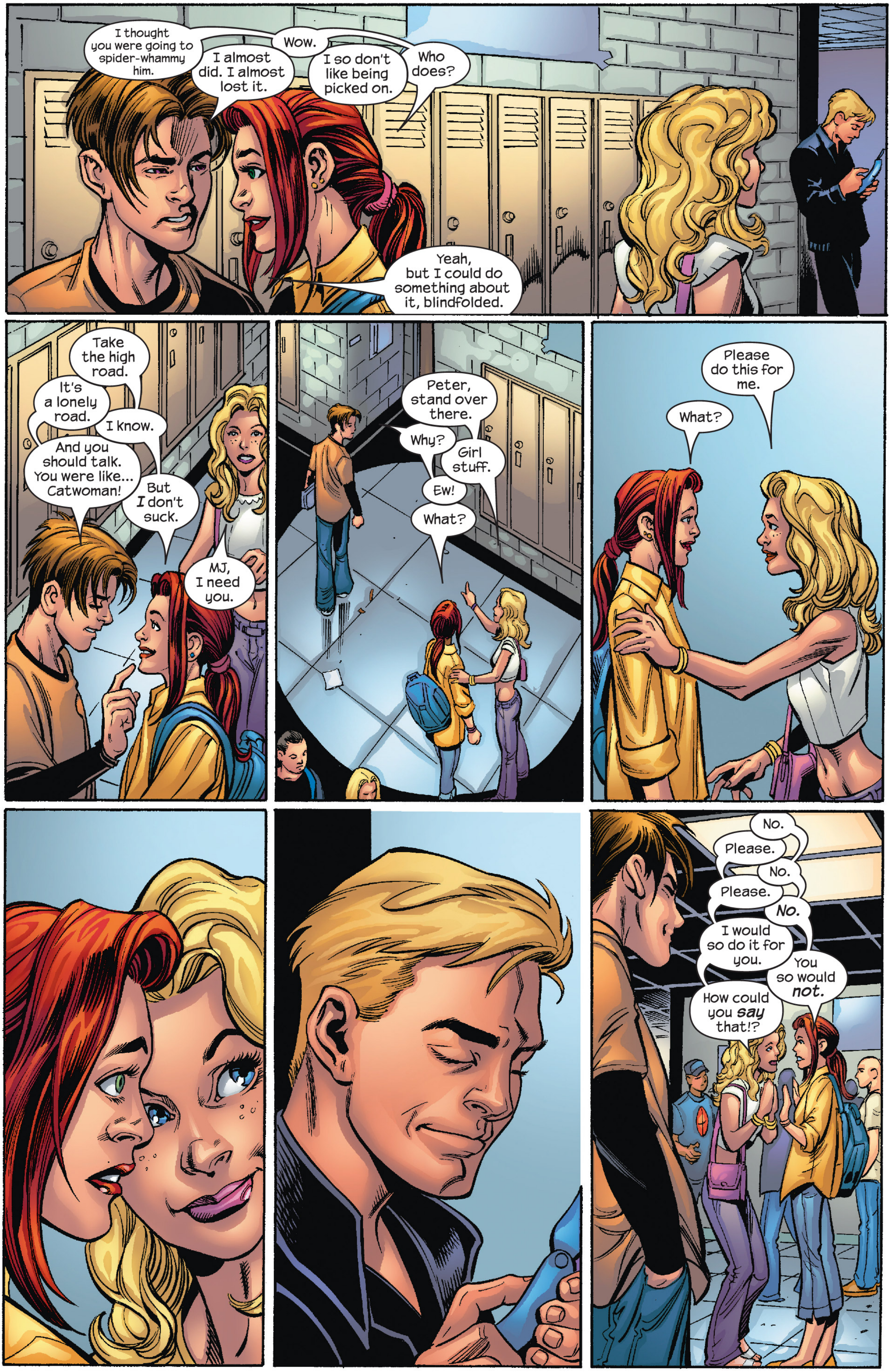

This is why!!
I'm a freakin' super hero now.
We all are!!
I'm going to be rich and famous...so why bother!!
Rich? How are you going to be rich?
I can light on fire and fly!
Listen, we've already saved the world a couple of times in super secret...
The Internet is all abuzz...
We're going to pop.
We're going to be huge!
And I am going to be up to my elbows with the honeys!
Yeah?
Sweetie.
Sorry.
Come on!

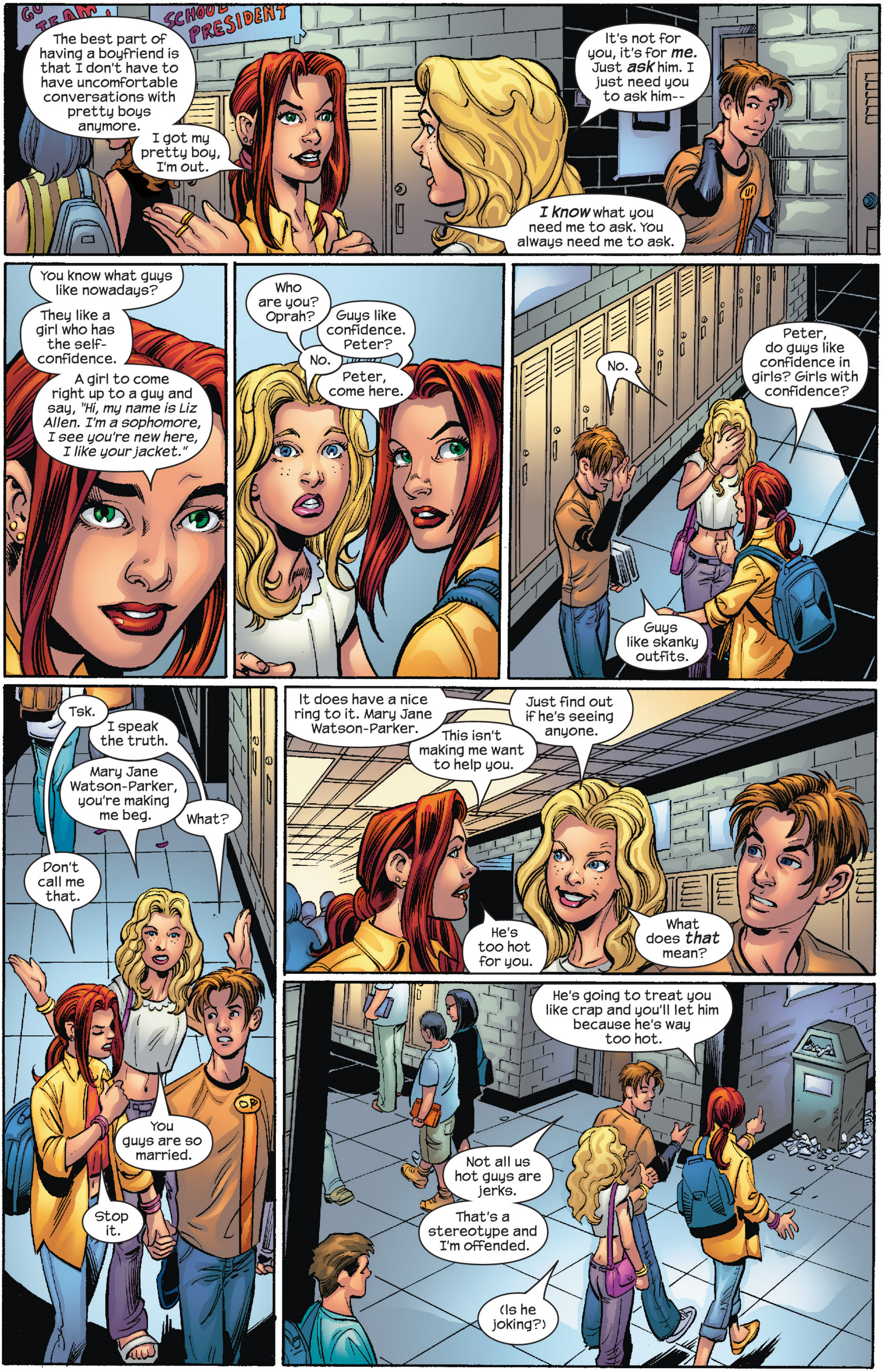

Johnny, let's say the four of us *do* "go public."
(Which, I agree, is very likely...)
Let's say we *do.*
We have to assume that the super-hero adventurer world is like show business.
It's cycles.
Sure, we'll have a nice "run" of it. But then things will cool down.
Who knows? Maybe our powers will ebb, people will get sick of us...
Either way, one day we'll go back to a normal life.
You got a date on when that might be?
We'll settle back to a normal life and without a high-school diploma... you might end up like one of those child stars or boy-band guys.
Boy band? Child actors? Do you know what they have that I don't?
A lifetime membership to Hottieville.
You're talking like this to make me angry.
Yes.
You're going to finish high school. Dad said we don't go public until you do.
Are you *serious?*
Reed and I can do home-schooling or--
Uh... what?
No!
No, if I gotta go back to high school, I'm going back to high school.
High-school hotties.
Exactly.
Ben!
Sorry.
You can't go back to P.S. 440, there'll be too many questions.
Go to school.
Go to school.
Go to school.
All right, but nothing fancy.
Just some normal, out-of-the-way high school.
Like, I don't know... Queens.

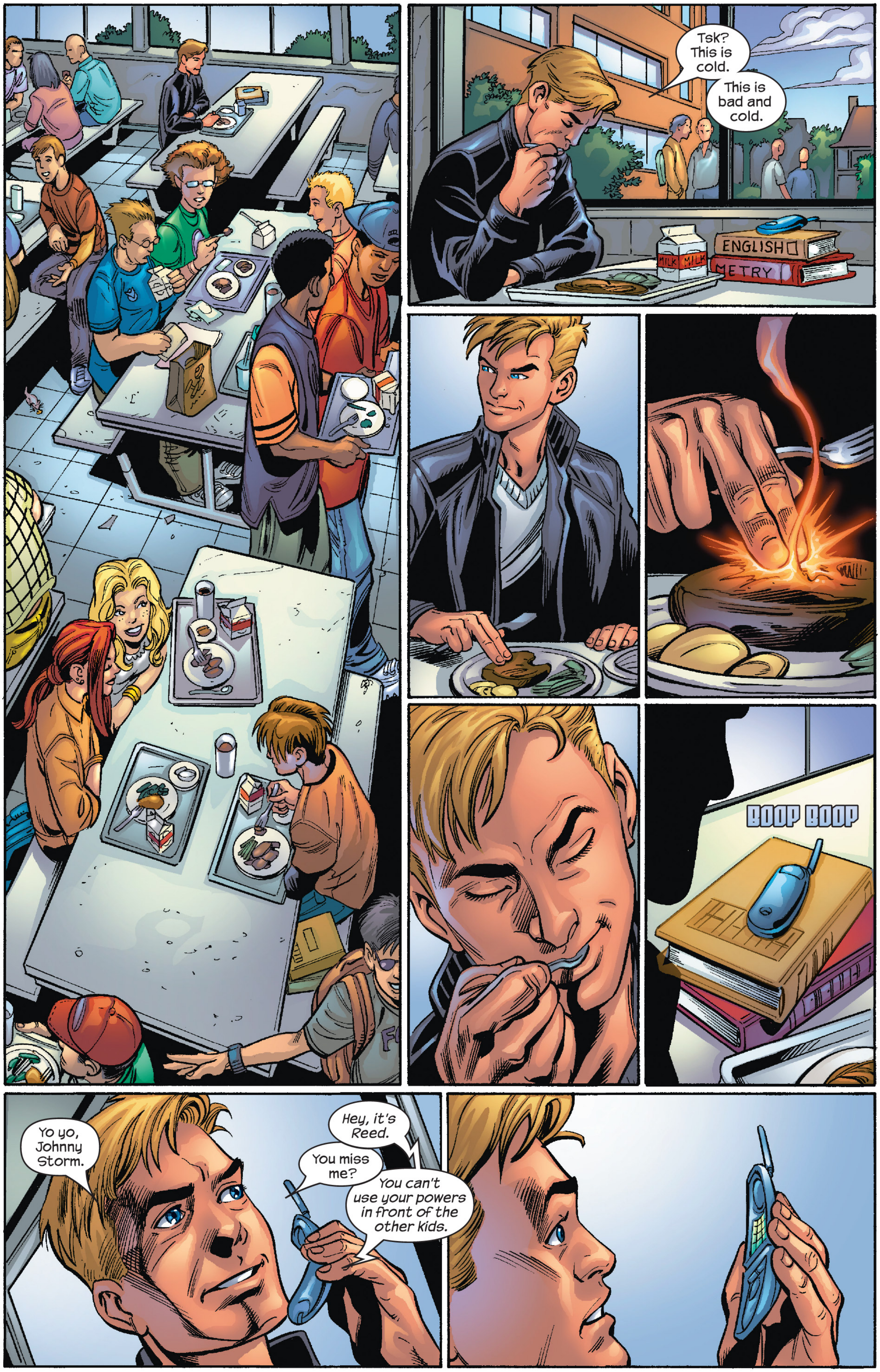

AAGHHHHH!
AAAAHHH HAHAHAHAHA!
SCHOOL
PRESIDENT!!
Are you mentally deficient??!!
Dude, Peter, dude! I'm sorry, man, I *had* to go for it!
What is wrong with you?
Dude!
I can't walk down the hall??
I'm just playin'!
Yeah, ha ha!!
FIGHT!!
FIGHT!!
FIGHT!!
FIGHT!!
FIGHT!!
FIGHT!!
FIGHT!!
FIGHT!!
FIGHT!!

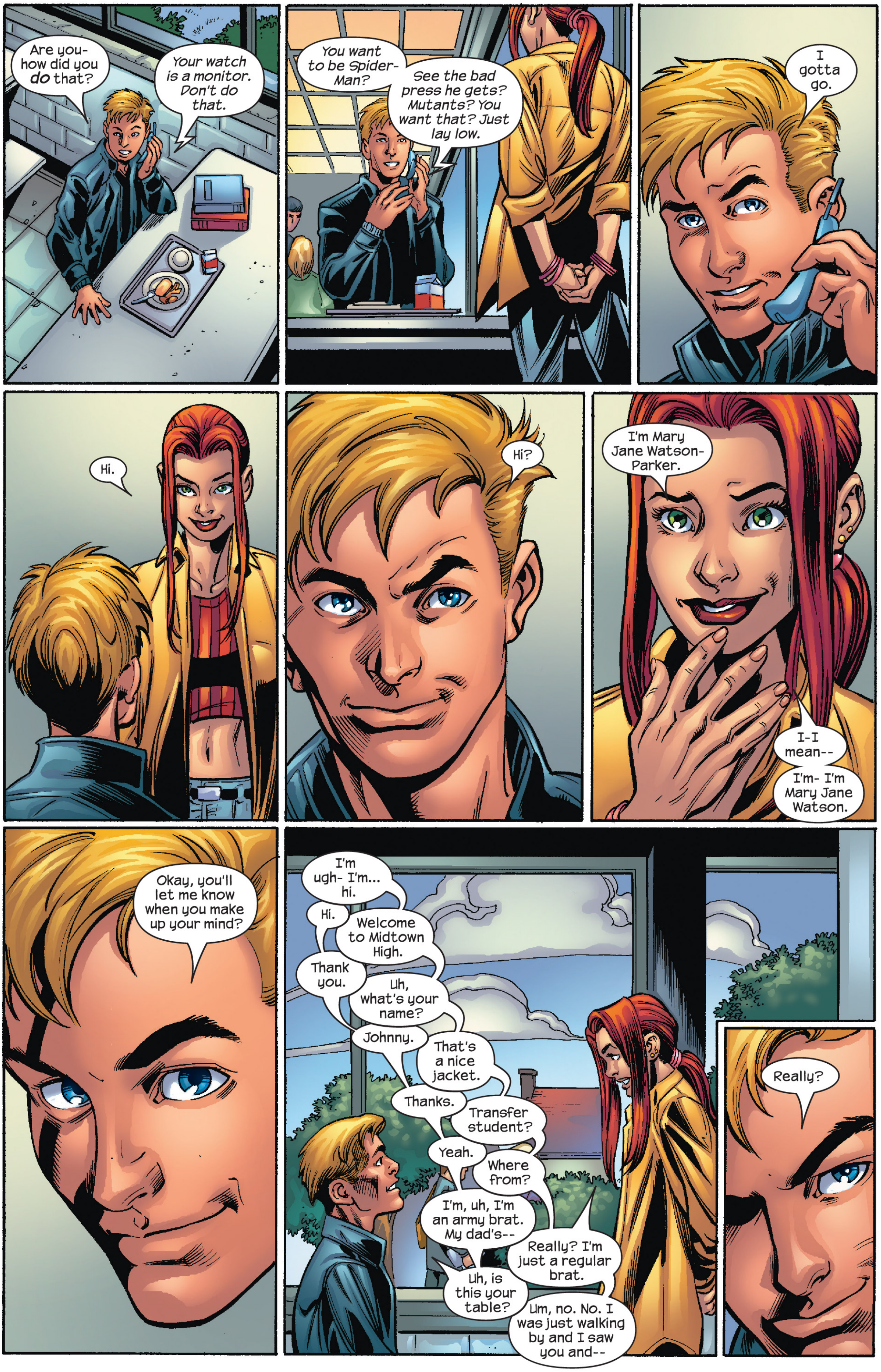

FIGHT!FIGHT!FIGHT!FIGHT!FIGHT!FIGHT!
Hey! What is this?!
Go to lunch!!
Will you go to lunch!!?
John Williamson

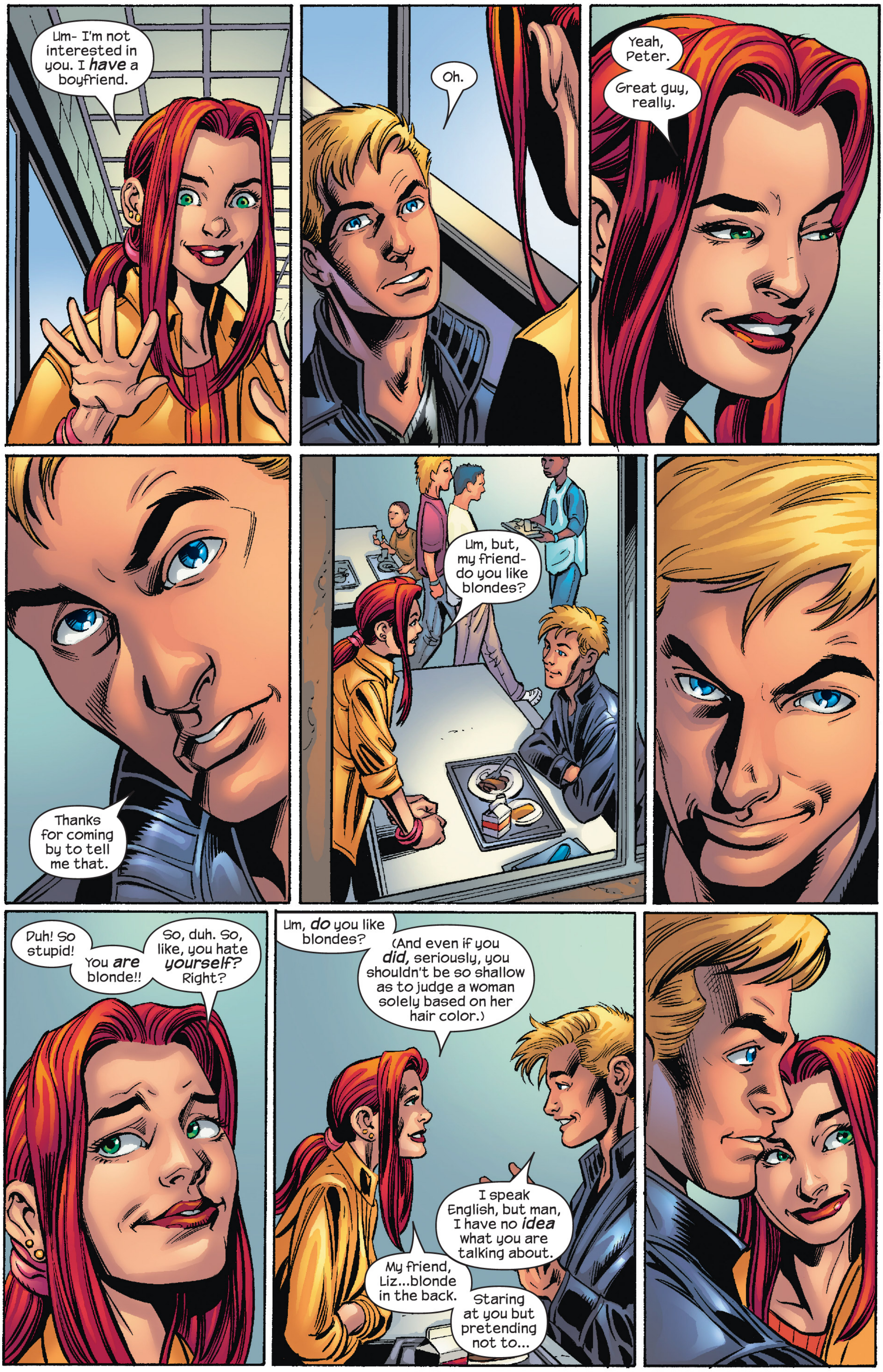

I was just screwing around, man.
Go away.
You don't like it when Flash picks on you, Kong, why do you pick on Peter? "Do unto others..."
He likes it!
Go *away!*
This is why no one will go out with either of you.
No girl thinks this show of yours is funny!
No girl thinks it's cute.
I get plenty.
Peter gets more than you.
Yeah?
Yeah!
Well, I'm more into quality, Watson.
Zing!!
You %^& $%^$#er $%^!!
Whoah whoah whoah!!
Hey!
Jeez!
You okay, Peter?
It just really gets to me sometimes. Why do they do that?
One day he's my friend, the next he's doing stuff like that.
He's a nimrod.

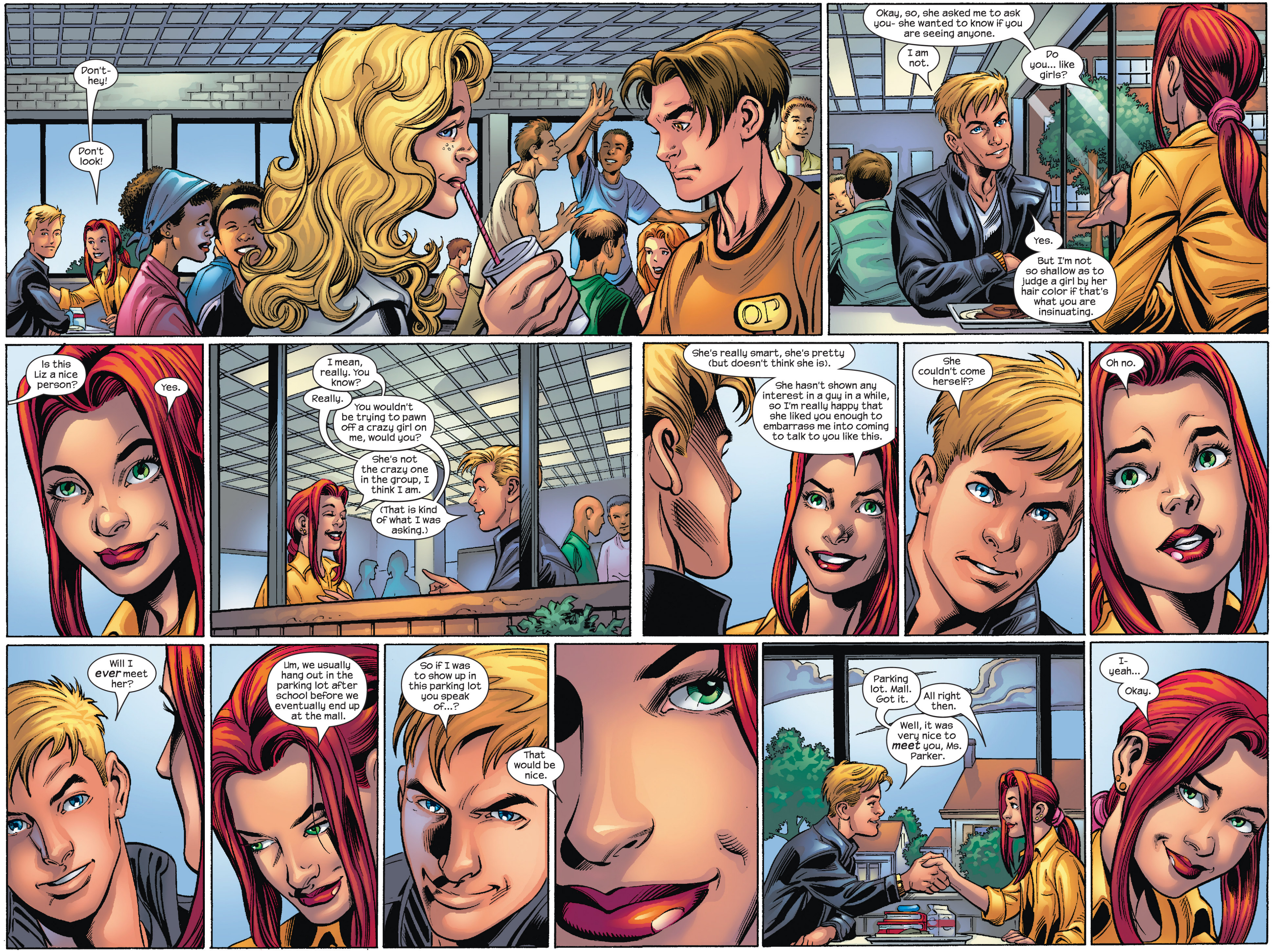

I thought you were going to spider-whammy him.
I almost did. I almost lost it.
Wow.
I so don't like being picked on.
Who does?
Yeah, but I could do something about it, blindfolded.
Take the high road.
It's a lonely road.
I know.
And you should talk. You were like... Catwoman!
But *I* don't suck.
MJ, I need you.
Peter, stand over there.
Why?
Girl stuff.
Ew!
What?
Please do this for me.
What?
No.
Please.
No.
Please.
No.
I would so do it for you.
You so would ***not.***
How could you ***say*** that!?

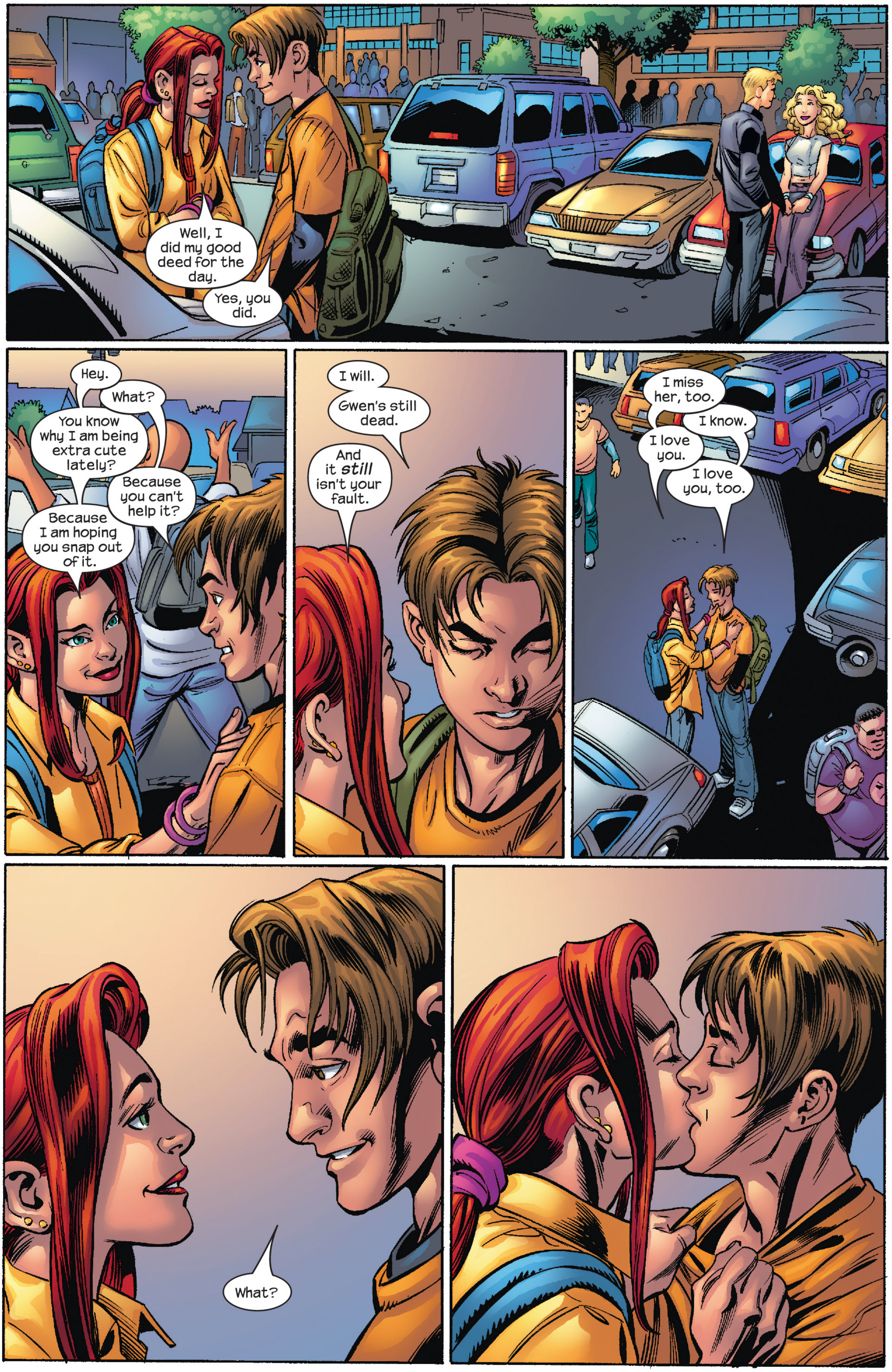

SCHOOL PRESIDENT
The best part of having a boyfriend is that I don't have to have uncomfortable conversations with pretty boys anymore.
I got my pretty boy, I'm out.
It's not for you, it's for *me.* Just *ask* him. I just need you to ask him--
I know what you need me to ask. You always need me to ask.
You know what guys like nowadays?
They like a girl who has the self-confidence.
A girl to come right up to a guy and say, *"Hi, my name is Liz Allen. I'm a sophomore, I see you're new here, I like your jacket."*
Who are you? Oprah?
Guys like confidence. Peter?
No.
Peter, come here.
Peter, do guys like confidence in girls? Girls with confidence?
No.
Guys like skanky outfits.
Tsk.
I speak the truth.
Mary Jane Watson-Parker, you're making me beg.
What?
Don't call me that.
You guys are so married.
Stop it.
It does have a nice ring to it. Mary Jane Watson-Parker.
This isn't making me want to help you.
Just find out if he's seeing anyone.
He's too hot for you.
What does *that* mean?
He's going to treat you like crap and you'll let him because he's way too hot.
Not all us hot guys are jerks.
That's a stereotype and I'm offended.
(Is he joking?)

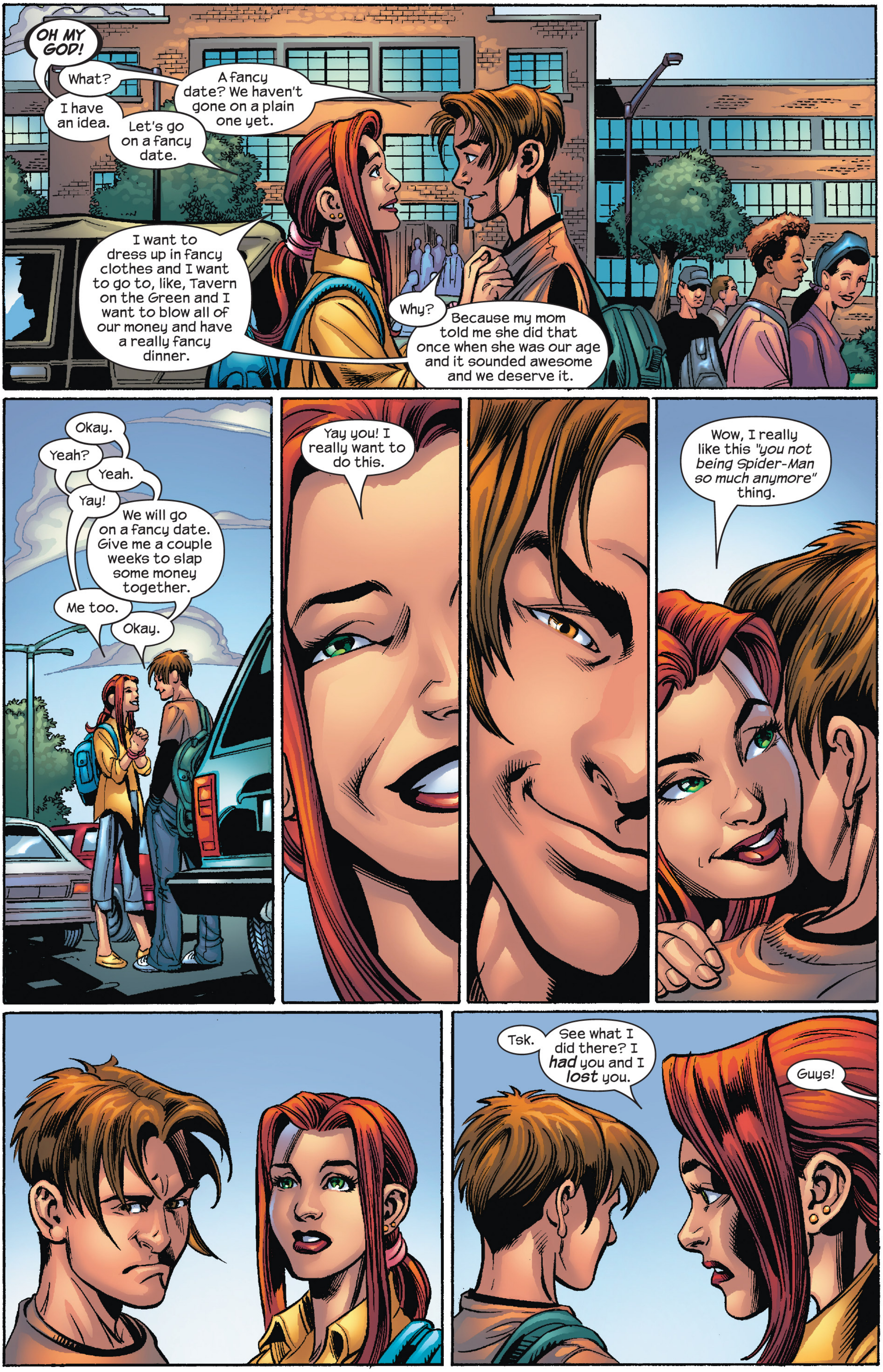

Tsk? This is cold.
This is bad and cold.
MILK MILK
ENGLISH
METRY
BOOP BOOP
Yo yo, Johnny Storm.
Hey, it's Reed.
You miss me?
You can't use your powers in front of the other kids.

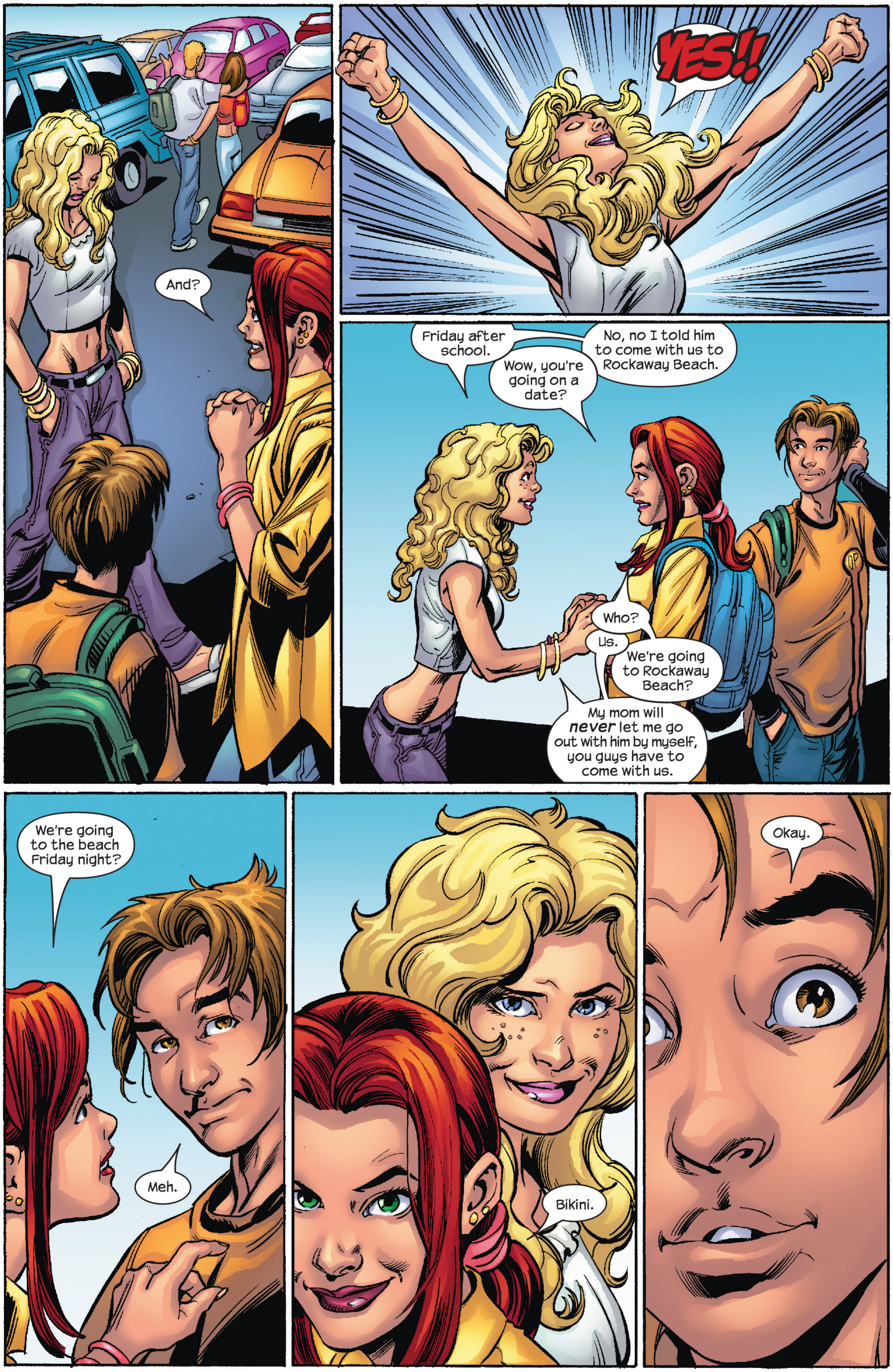

Are you- how did you **do** that?
Your watch is a monitor. Don't do that.
You want to be Spider-Man?
See the bad press he gets? Mutants? You want that? Just lay low.
I gotta go.
Hi.
Hi?
I'm Mary Jane Watson-Parker.
I-I mean--
I'm- I'm Mary Jane Watson.
Okay, you'll let me know when you make up your mind?
I'm ugh- I'm... hi.
Hi.
Welcome to Midtown High.
Thank you.
Uh, what's your name?
Johnny.
That's a nice jacket.
Thanks.
Transfer student?
Yeah.
Where from?
I'm, uh, I'm an army brat. My dad's--
Really? I'm just a regular brat.
Uh, is this your table?
Um, no. No. I was just walking by and I saw you and--
Really?

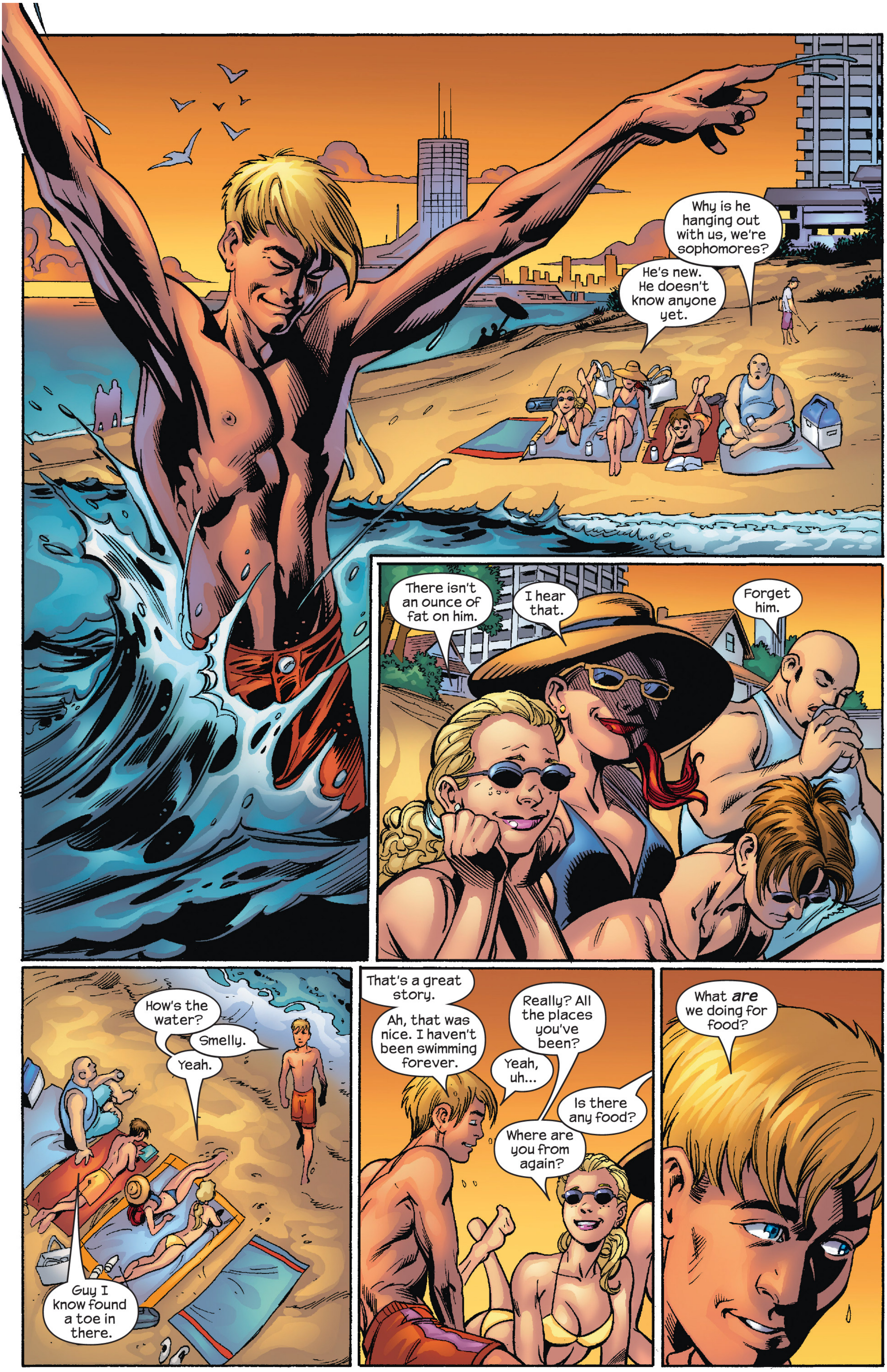

Um- I'm not interested in you. I *have* a boyfriend.
Oh.
Yeah, Peter.
Great guy, really.
Thanks for coming by to tell me that.
Um, but, my friend- do you like blondes?
Duh! So stupid!
You *are* blonde!!
So, duh. So, like, you hate *yourself?* Right?
Um, *do* you like blondes?
(And even if you *did,* seriously, you shouldn't be so shallow as to judge a woman solely based on her hair color.)
I speak English, but man, I have no *idea* what you are talking about.
My friend, Liz...blonde in the back.
Staring at you but pretending not to...

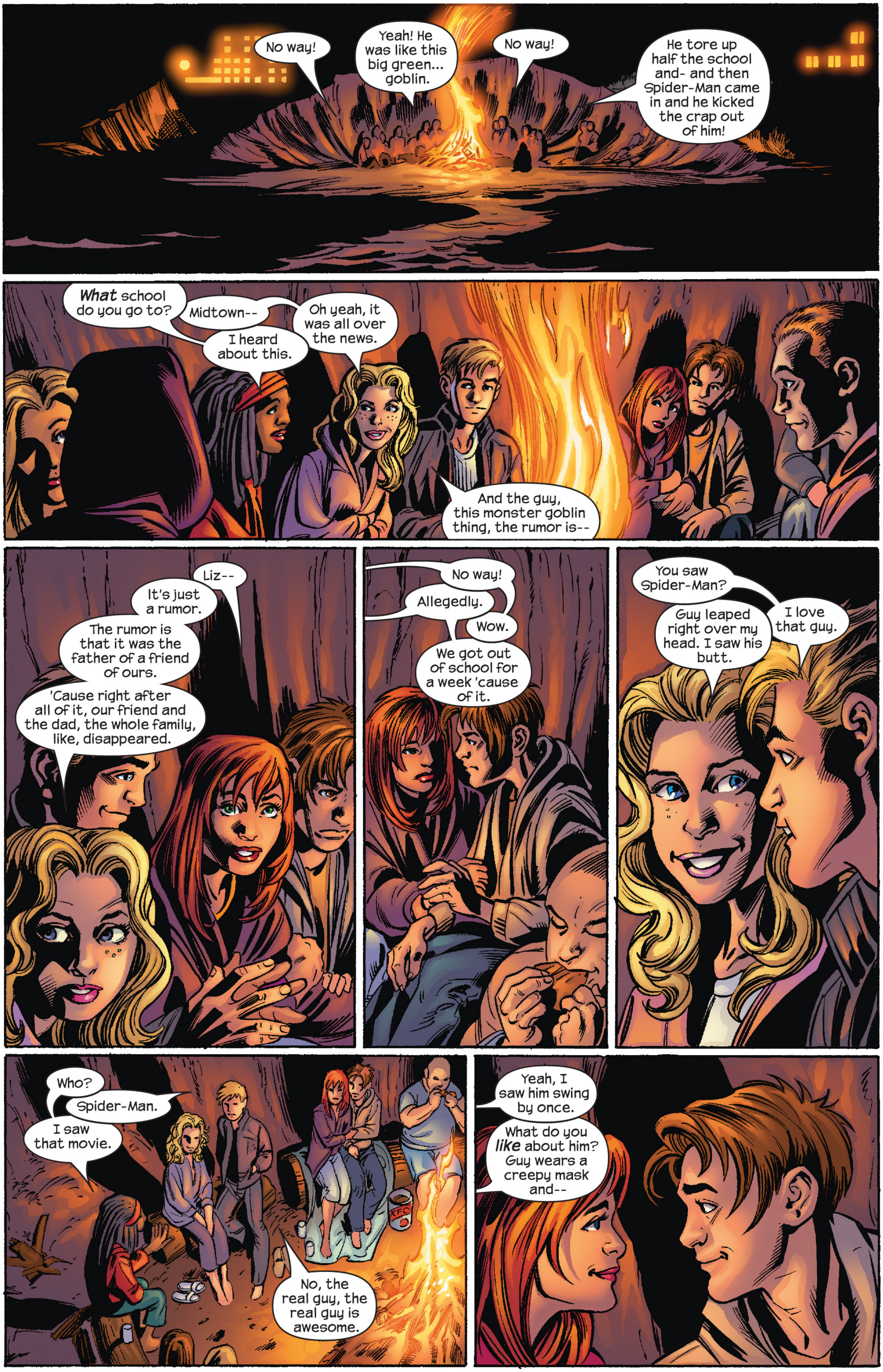

Don't- hey!
Don't look!
Okay, so, she asked me to ask you- she wanted to know if you are seeing anyone.
I am not.
Do you... like girls?
Yes.
But I'm not so shallow as to judge a girl by her hair color if that's what you are insinuating.
Is this Liz a nice person?
Yes.
I mean, really. You know?
Really.
You wouldn't be trying to pawn off a crazy girl on me, would you?
She's not the crazy one in the group, I think I am.
(That is kind of what I was asking.)
She's really smart, she's pretty (but doesn't think she is).
She hasn't shown any interest in a guy in a while, so I'm really happy that she liked you enough to embarrass me into coming to talk to you like this.
She couldn't come herself?
Oh no.
Will I ***ever*** meet her?
Um, we usually hang out in the parking lot after school before we eventually end up at the mall.
So if I was to show up in this parking lot you speak of...?
That would be nice.
Parking lot. Mall. Got it.
All right then.
Well, it was very nice to ***meet*** you, Ms. Parker.
I- yeah...
Okay.

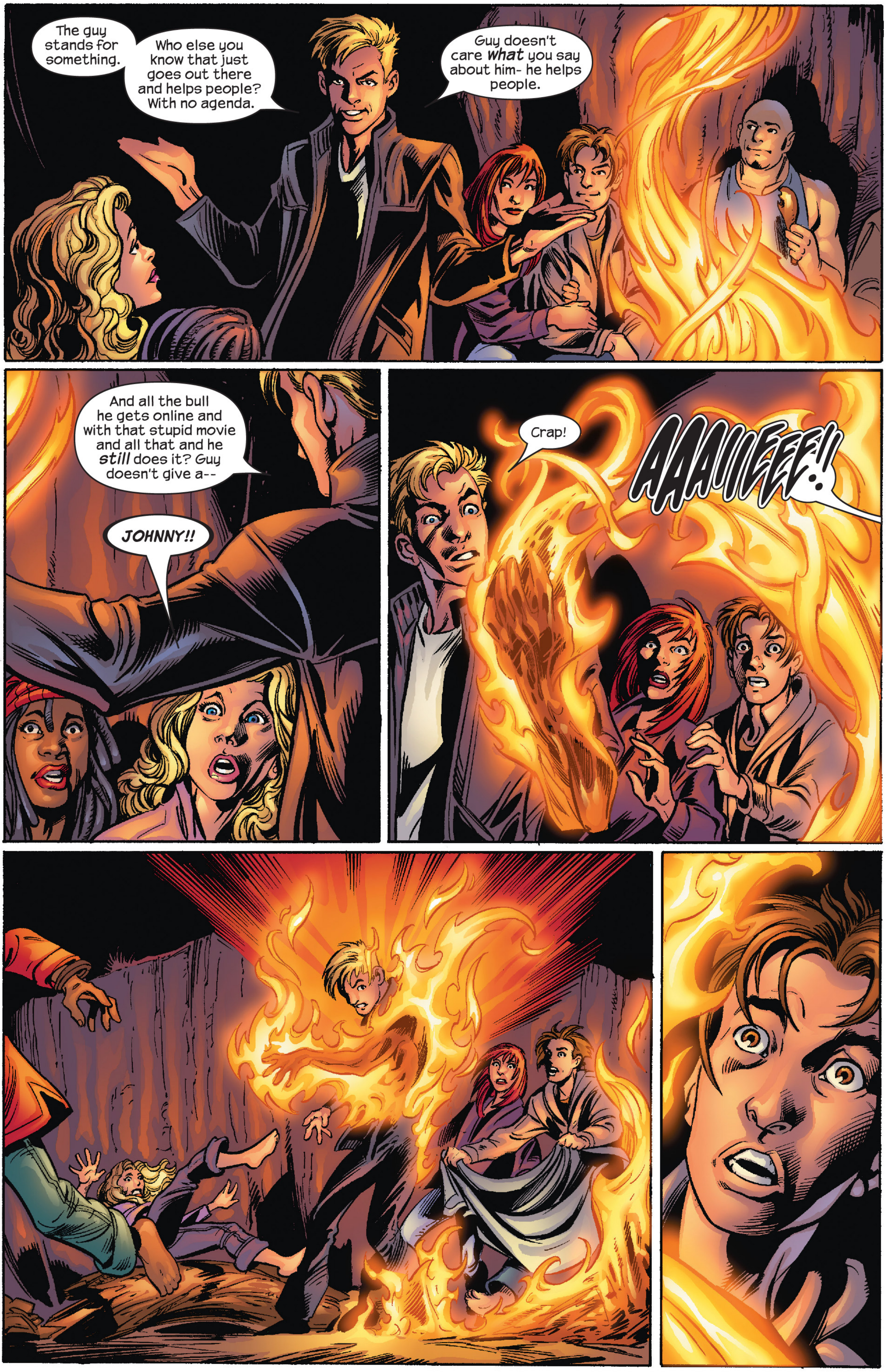

Well, I did my good deed for the day.
Yes, you did.
Hey.
What?
You know why I am being extra cute lately?
Because you can't help it?
Because I am hoping you snap out of it.
I will.
Gwen's still dead.
And it *still* isn't your fault.
I miss her, too.
I know.
I love you.
I love you, too.
What?

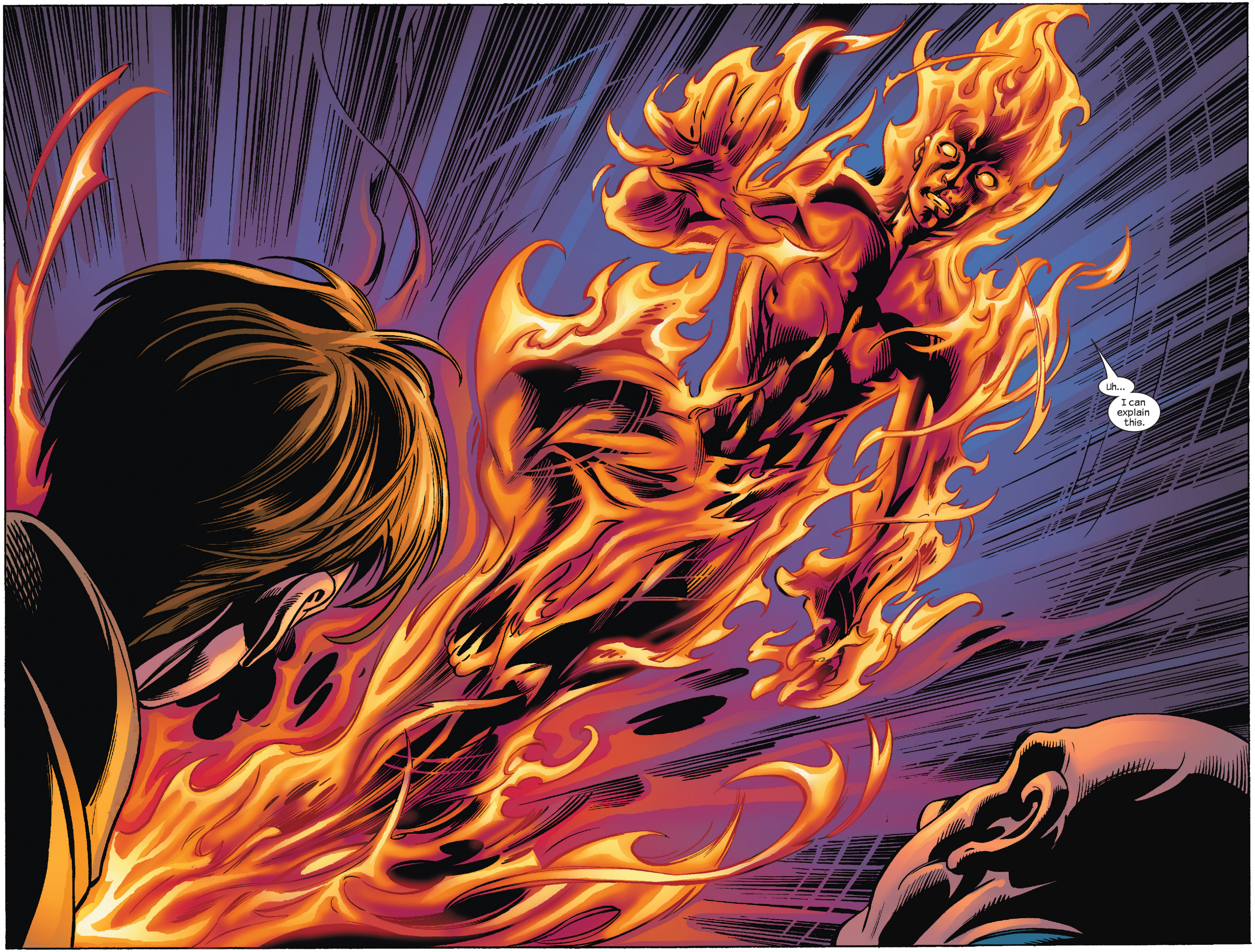

OH MY GOD!
What?
I have an idea.
Let's go on a fancy date.
A fancy date? We haven't gone on a plain one yet.
I want to dress up in fancy clothes and I want to go to, like, Tavern on the Green and I want to blow all of our money and have a really fancy dinner.
Why?
Because my mom told me she did that once when she was our age and it sounded awesome and we deserve it.
Okay.
Yeah?
Yeah.
Yay!
We will go on a fancy date. Give me a couple weeks to slap some money together.
Me too.
Okay.
Yay you! I really want to do this.
Wow, I really like this *"you not being Spider-Man so much anymore"* thing.
Tsk.
See what I did there? I ***had*** you and I ***lost*** you.
Guys!

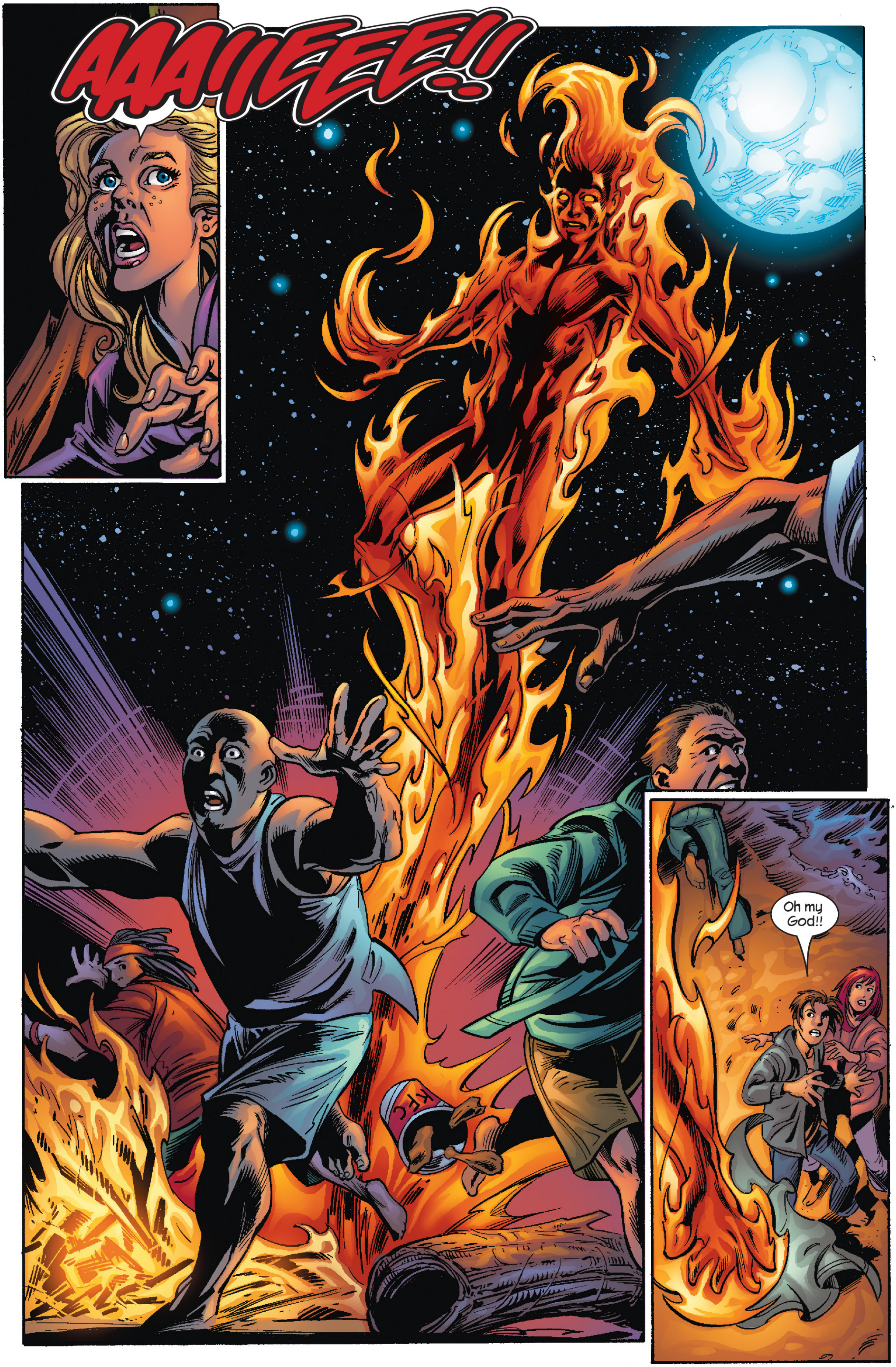

And?
YES!!
Wow, you're going on a date?
Friday after school.
No, no I told him to come with us to Rockaway Beach.
Who?
Us.
We're going to Rockaway Beach?
My mom will **never** let me go out with him by myself, you guys have to come with us.
We're going to the beach Friday night?
Meh.
Bikini.
Okay.

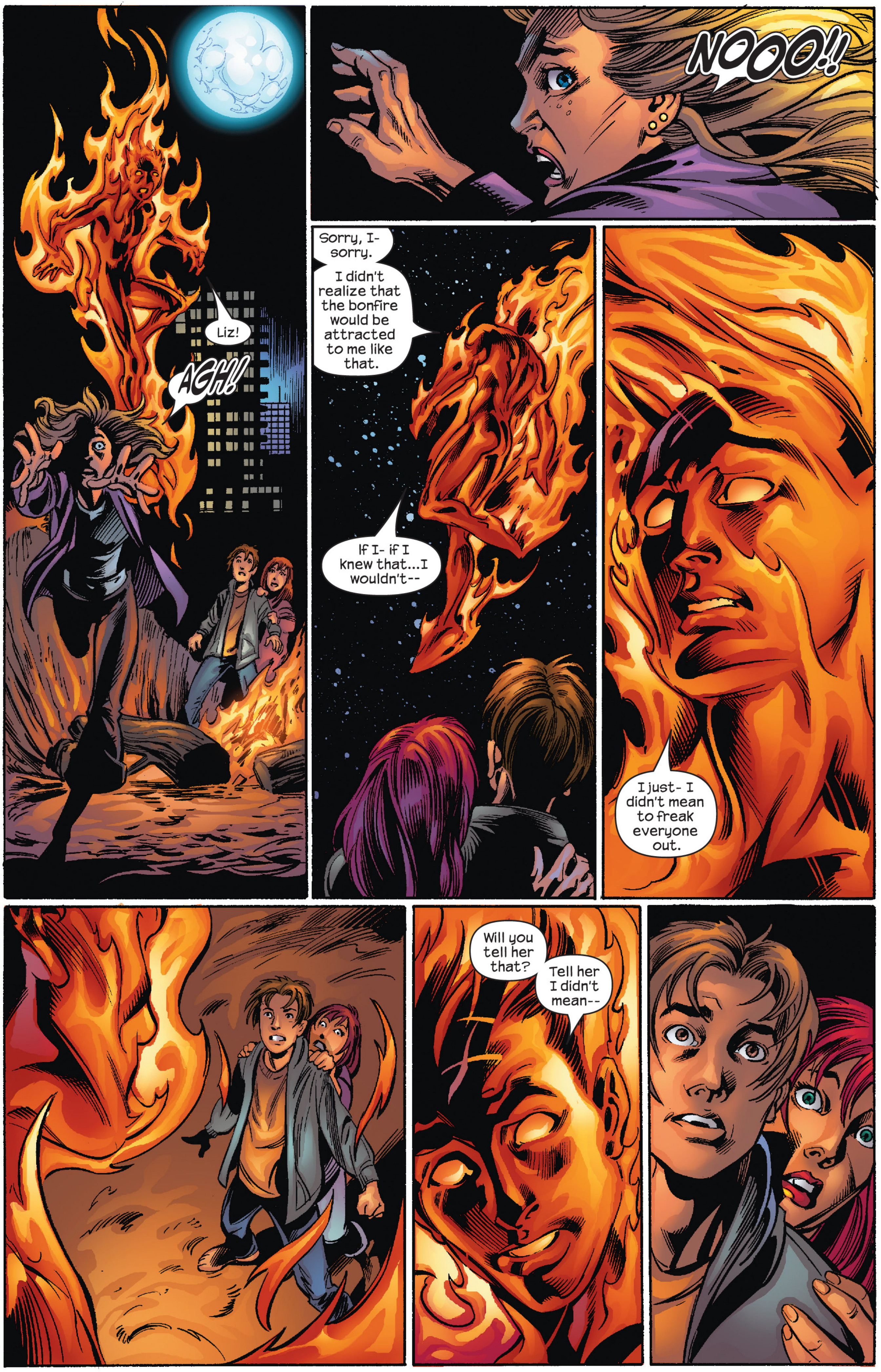

Why is he hanging out with us, we're sophomores?
He's new. He doesn't know anyone yet.
There isn't an ounce of fat on him.
I hear that.
Forget him.
How's the water?
Smelly.
Yeah.
Guy I know found a toe in there.
That's a great story.
Ah, that was nice. I haven't been swimming forever.
Really? All the places you've been?
Yeah, uh...
Is there any food?
Where are you from again?
What **are** we doing for food?

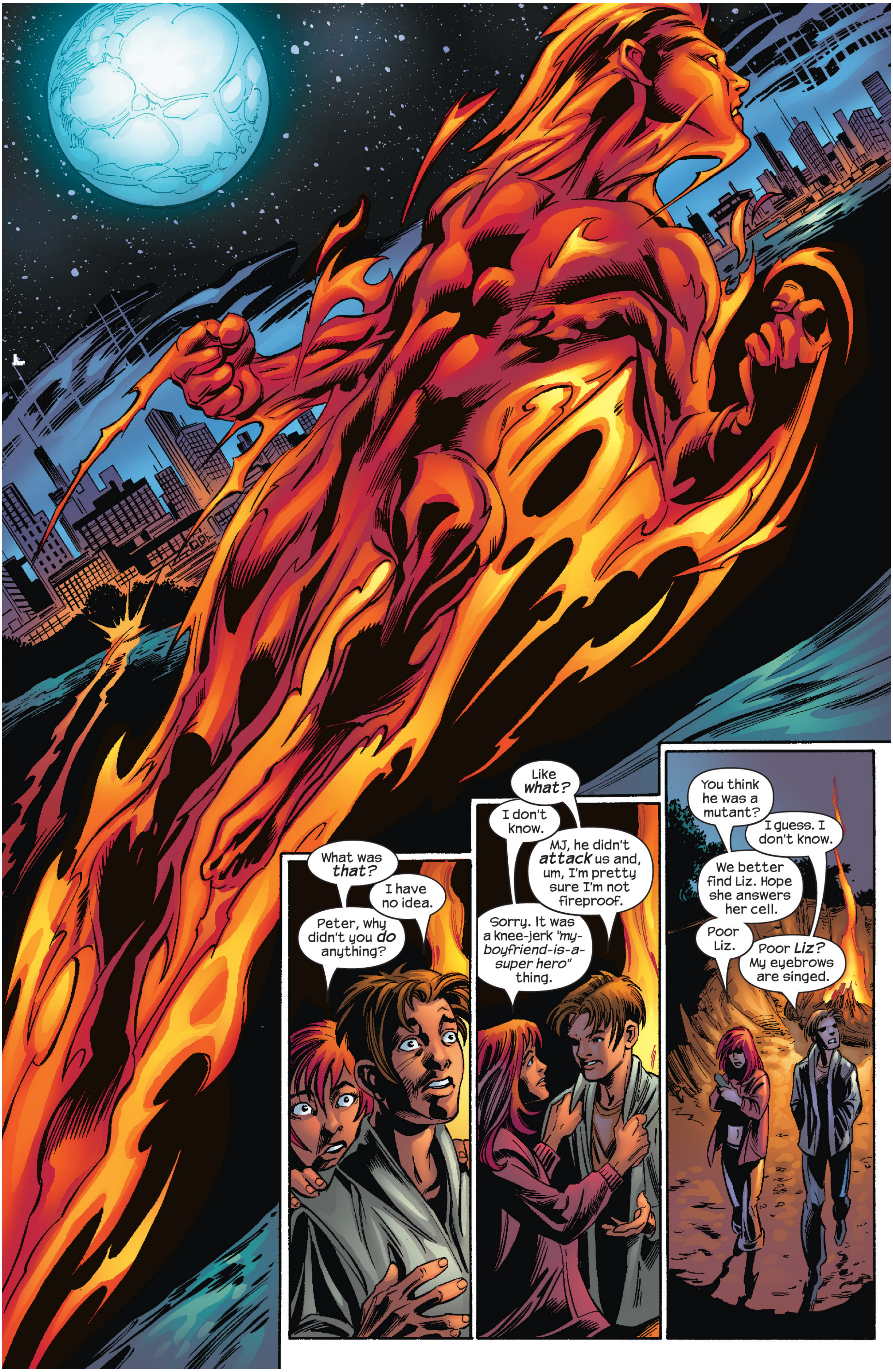

No way!
Yeah! He was like this big green... goblin.
No way!
He tore up half the school and- and then Spider-Man came in and he kicked the crap out of him!
What school do you go to?
Midtown--
Oh yeah, it was all over the news.
I heard about this.
And the guy, this monster goblin thing, the rumor is--
Liz--
It's just a rumor.
The rumor is that it was the father of a friend of ours.
'Cause right after all of it, our friend and the dad, the whole family, like, disappeared.
No way!
Allegedly.
Wow.
We got out of school for a week 'cause of it.
You saw Spider-Man?
I love that guy.
Guy leaped right over my head. I saw his butt.
Who?
Spider-Man.
I saw that movie.
No, the real guy, the real guy is awesome.
KFC
Yeah, I saw him swing by once.
What do you *like* about him? Guy wears a creepy mask and--

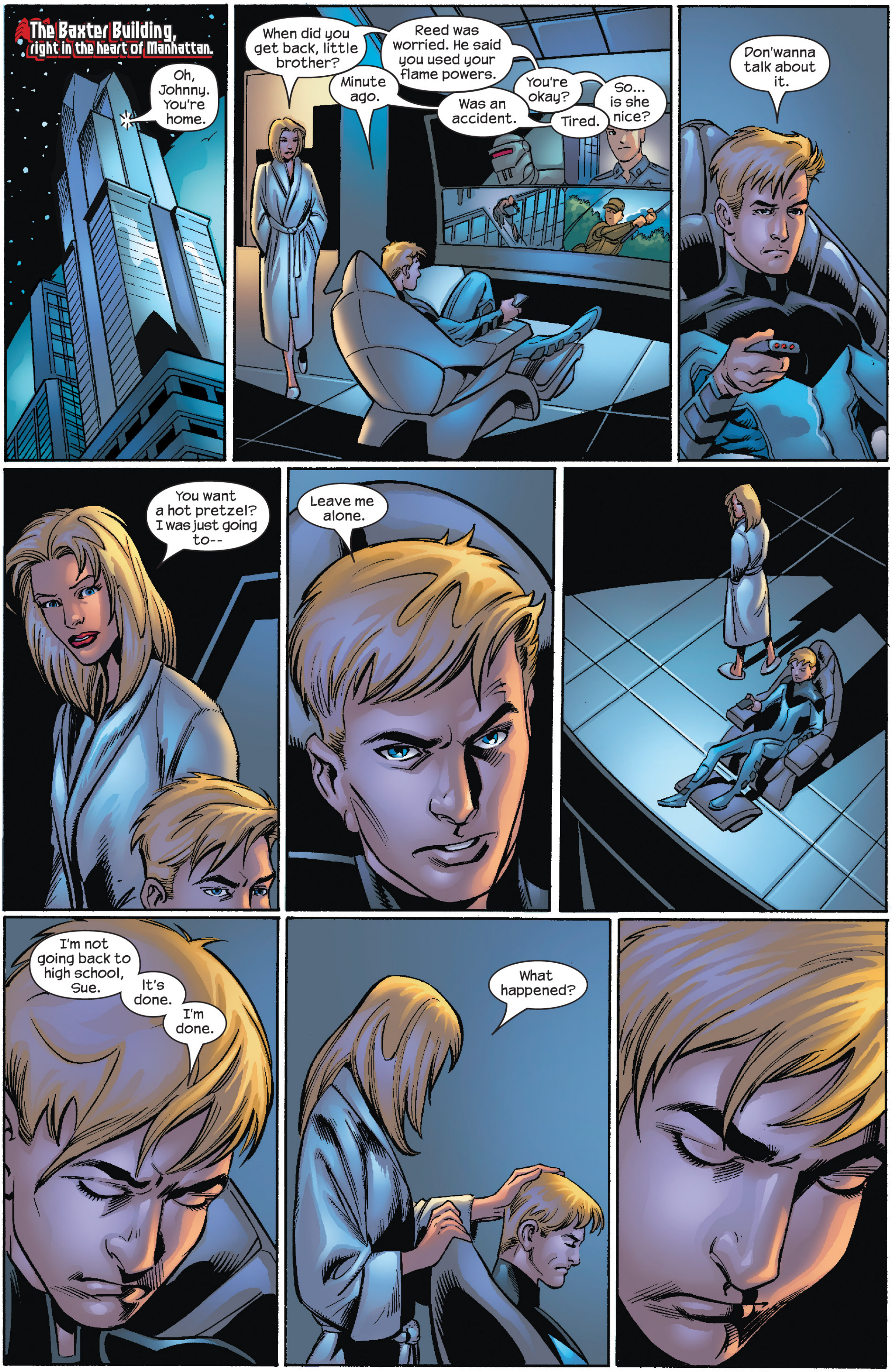

The guy stands for something.
Who else you know that just goes out there and helps people? With no agenda.
Guy doesn't care *what* you say about him- he helps people.
And all the bull he gets online and with that stupid movie and all that and he *still* does it? Guy doesn't give a--
JOHNNY!!
Crap!
AAAIIEEE!!

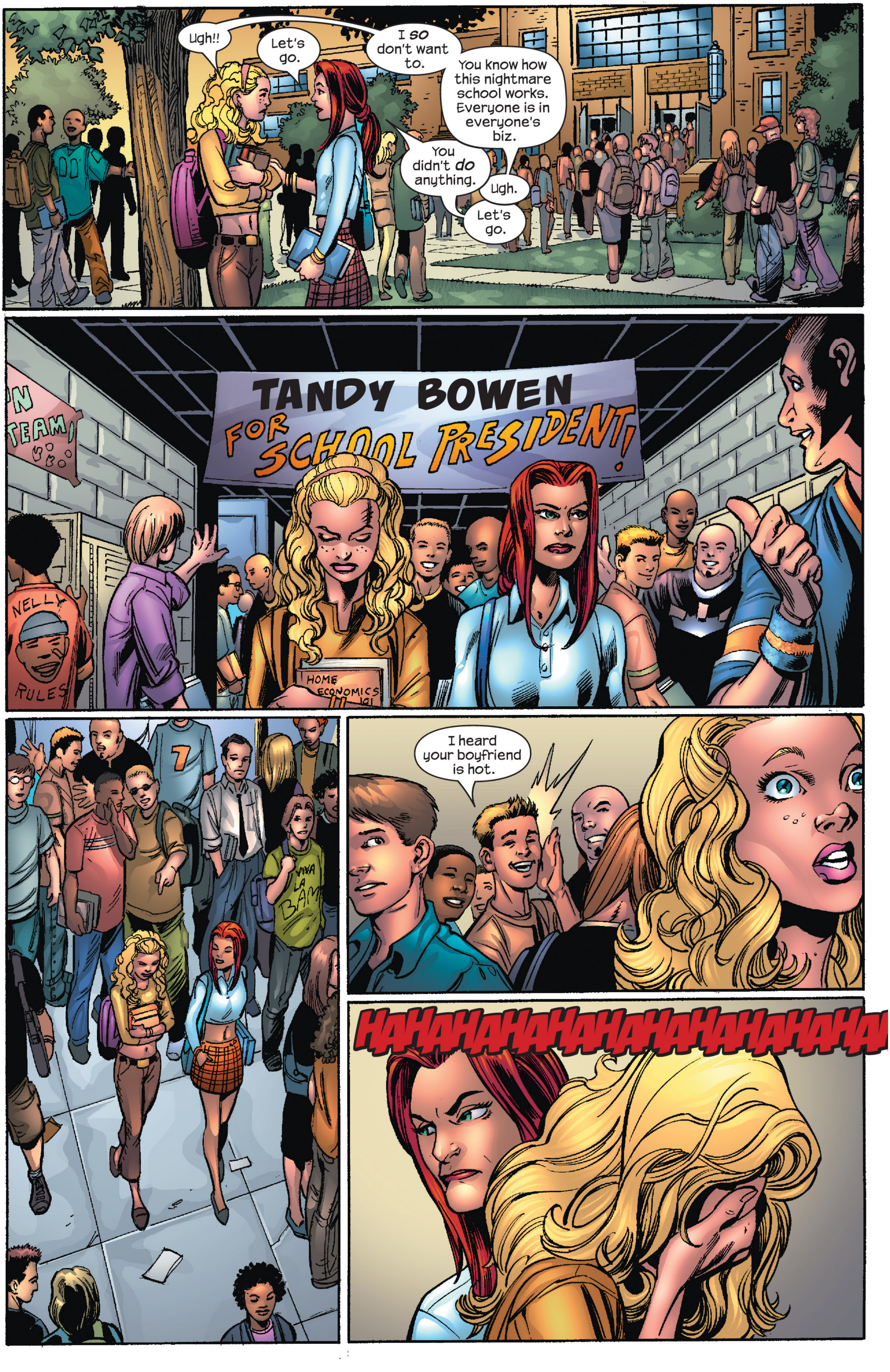

Uh... I can explain this.

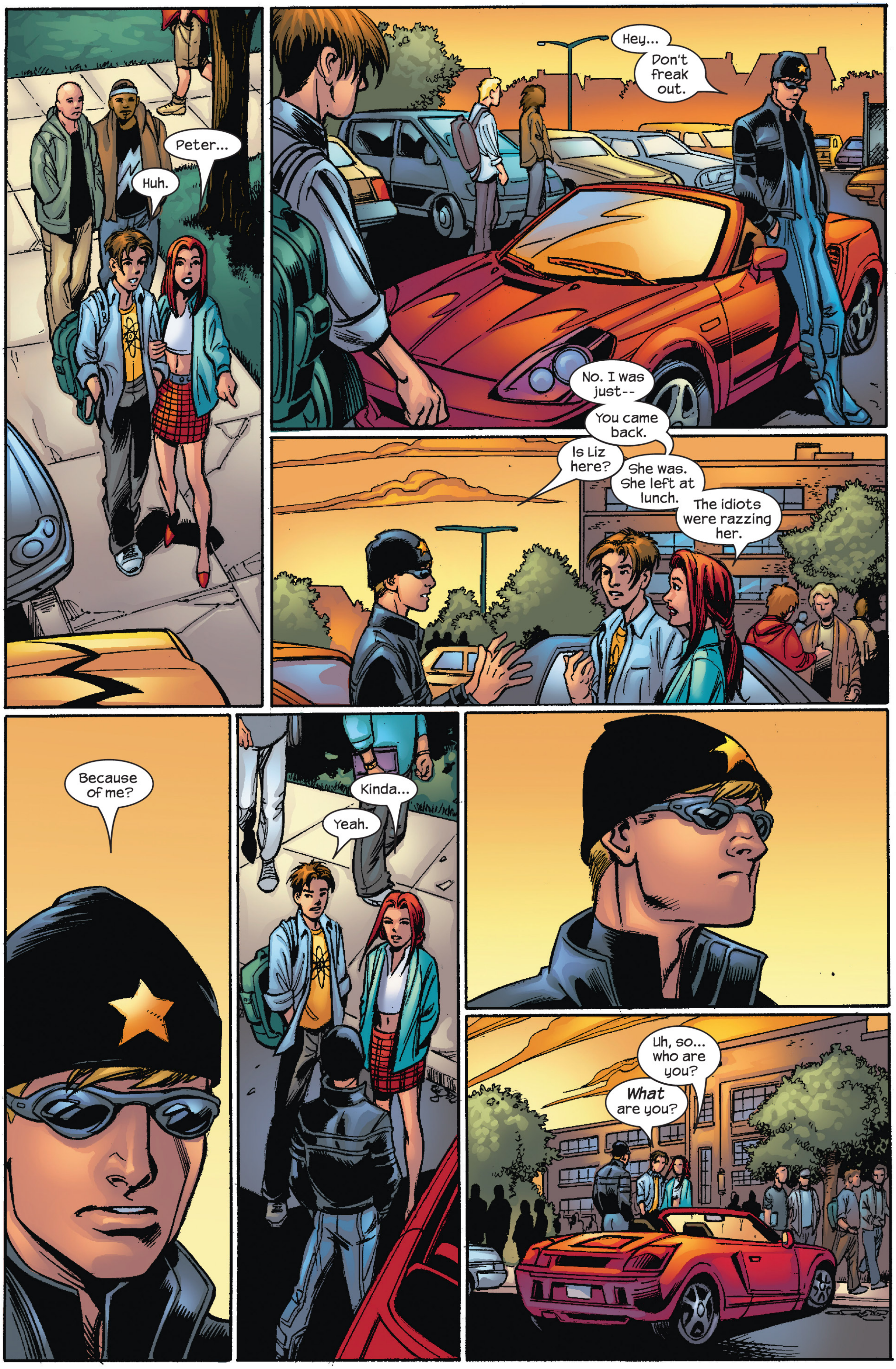

AAAIIEEE!!
Oh my God!!

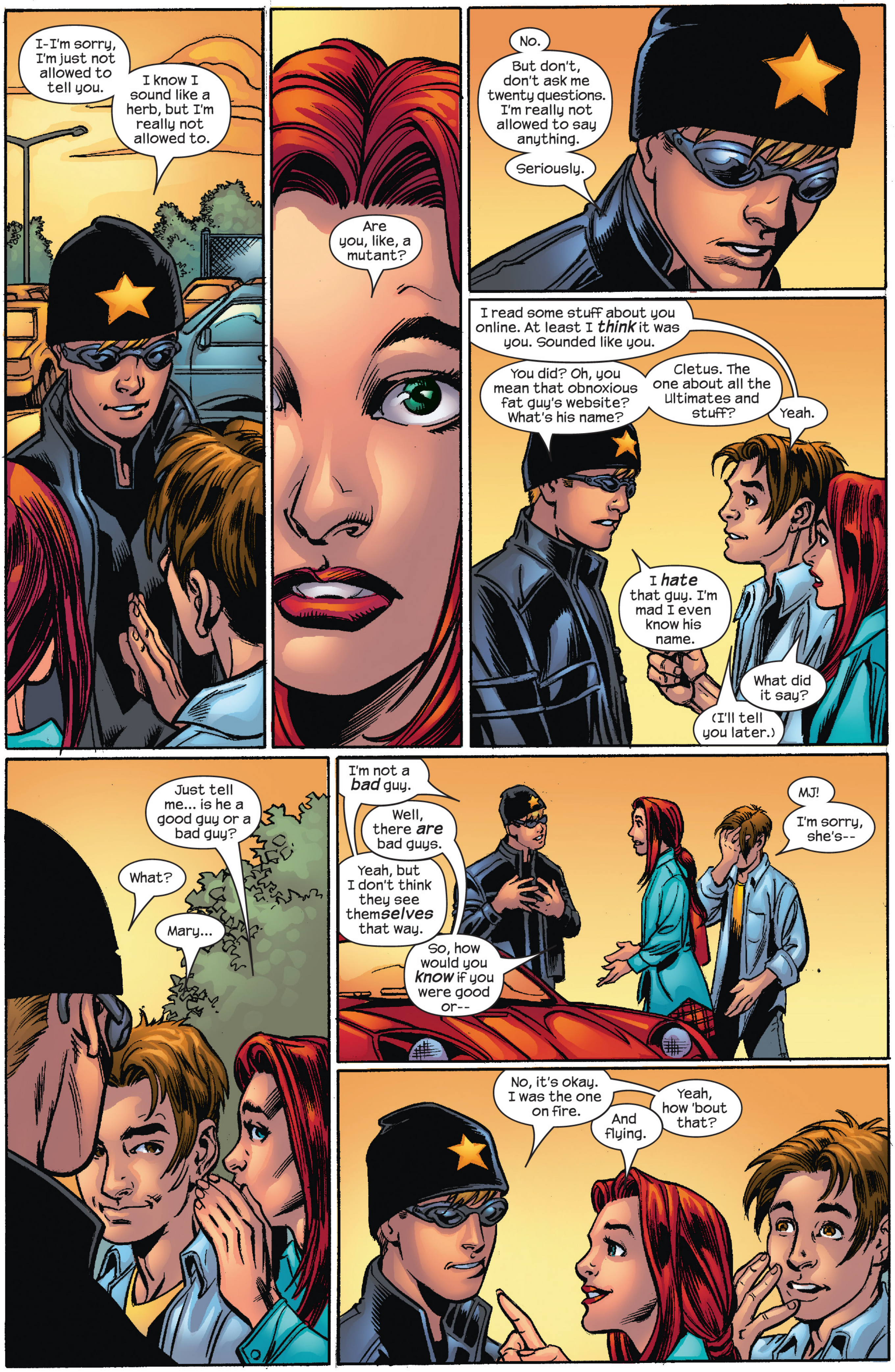

Liz!
AGH!
NOOO!!
Sorry, I- sorry.
I didn't realize that the bonfire would be attracted to me like that.
If I- if I knew that...I wouldn't--
I just- I didn't mean to freak everyone out.
Will you tell her that?
Tell her I didn't mean--

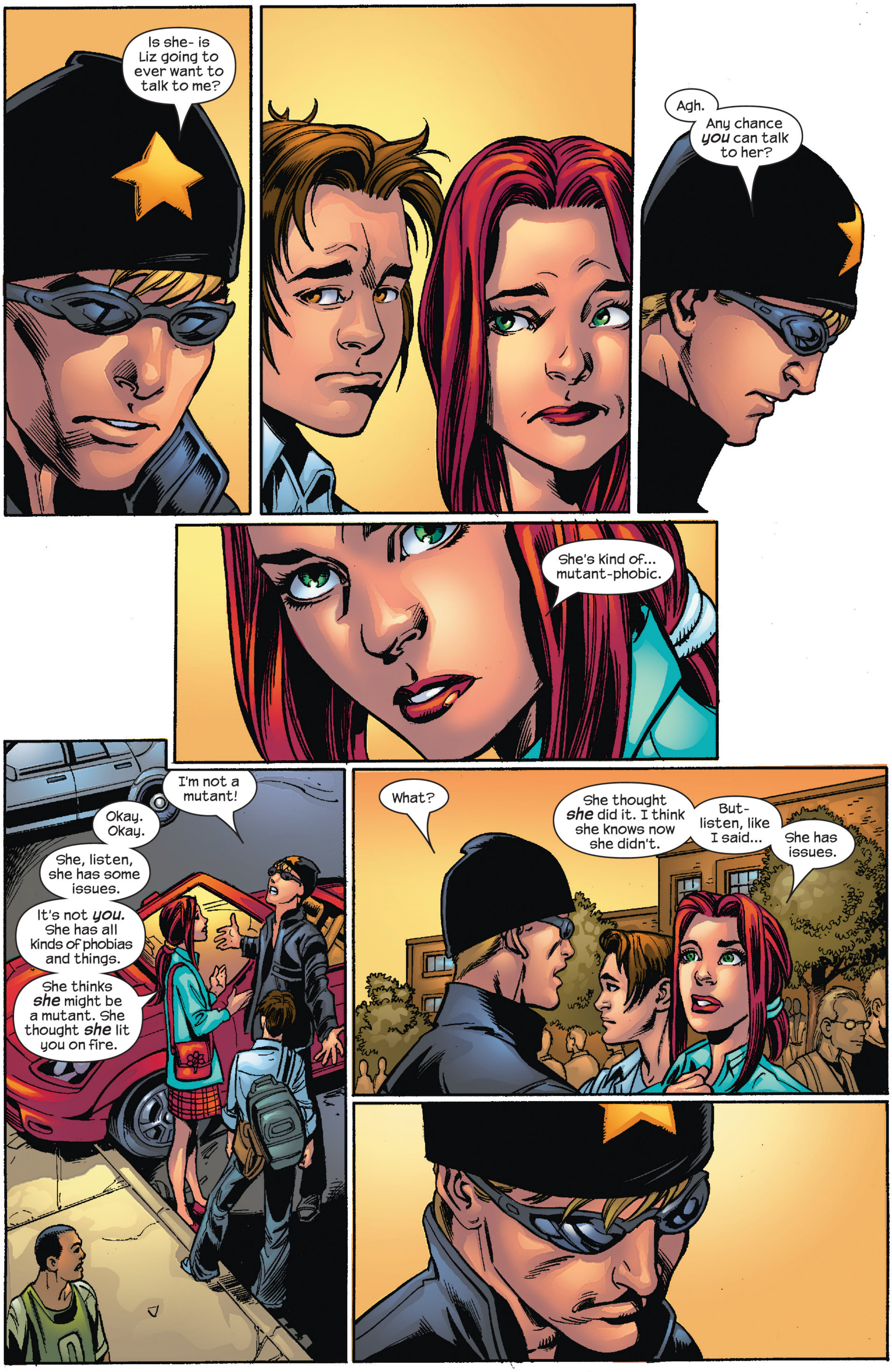

What was *that?*
I have no idea.
Peter, why didn't you *do* anything?
Like *what?*
I don't know.
MJ, he didn't *attack* us and, um, I'm pretty sure I'm not fireproof.
Sorry. It was a knee-jerk *"my-boyfriend-is-a-super hero"* thing.
You think he was a mutant?
I guess. I don't know.
We better find Liz. Hope she answers her cell.
Poor Liz.
Poor *Liz?* My eyebrows are singed.

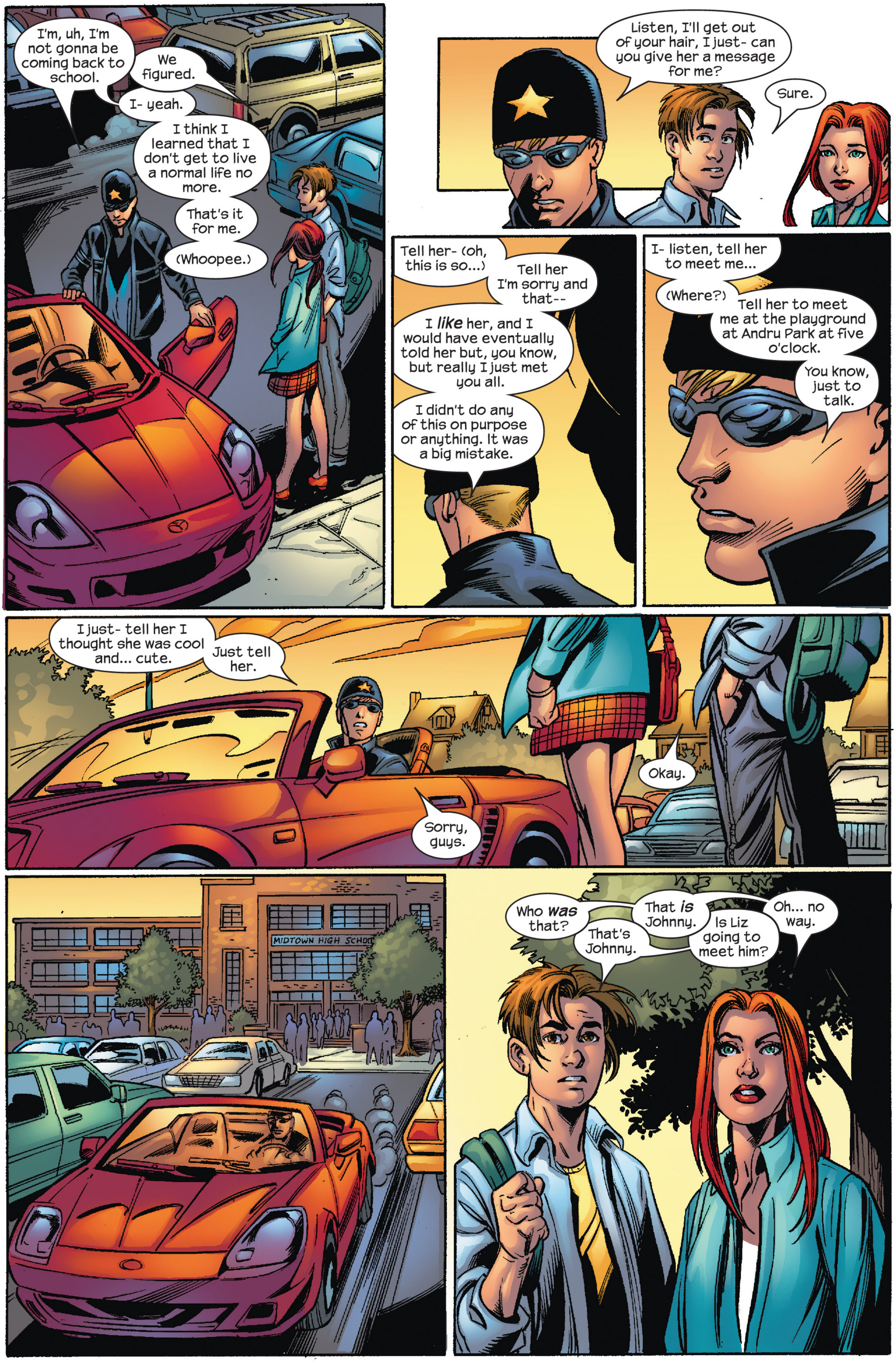

The Baxter Building, right in the heart of Manhattan.
Oh, Johnny. You're home.
When did you get back, little brother?
Minute ago.
Reed was worried. He said you used your flame powers.
Was an accident.
You're okay?
Tired.
So... is she nice?
Don'wanna talk about it.
You want a hot pretzel? I was just going to--
Leave me alone.
I'm not going back to high school, Sue.
It's done.
I'm done.
What happened?

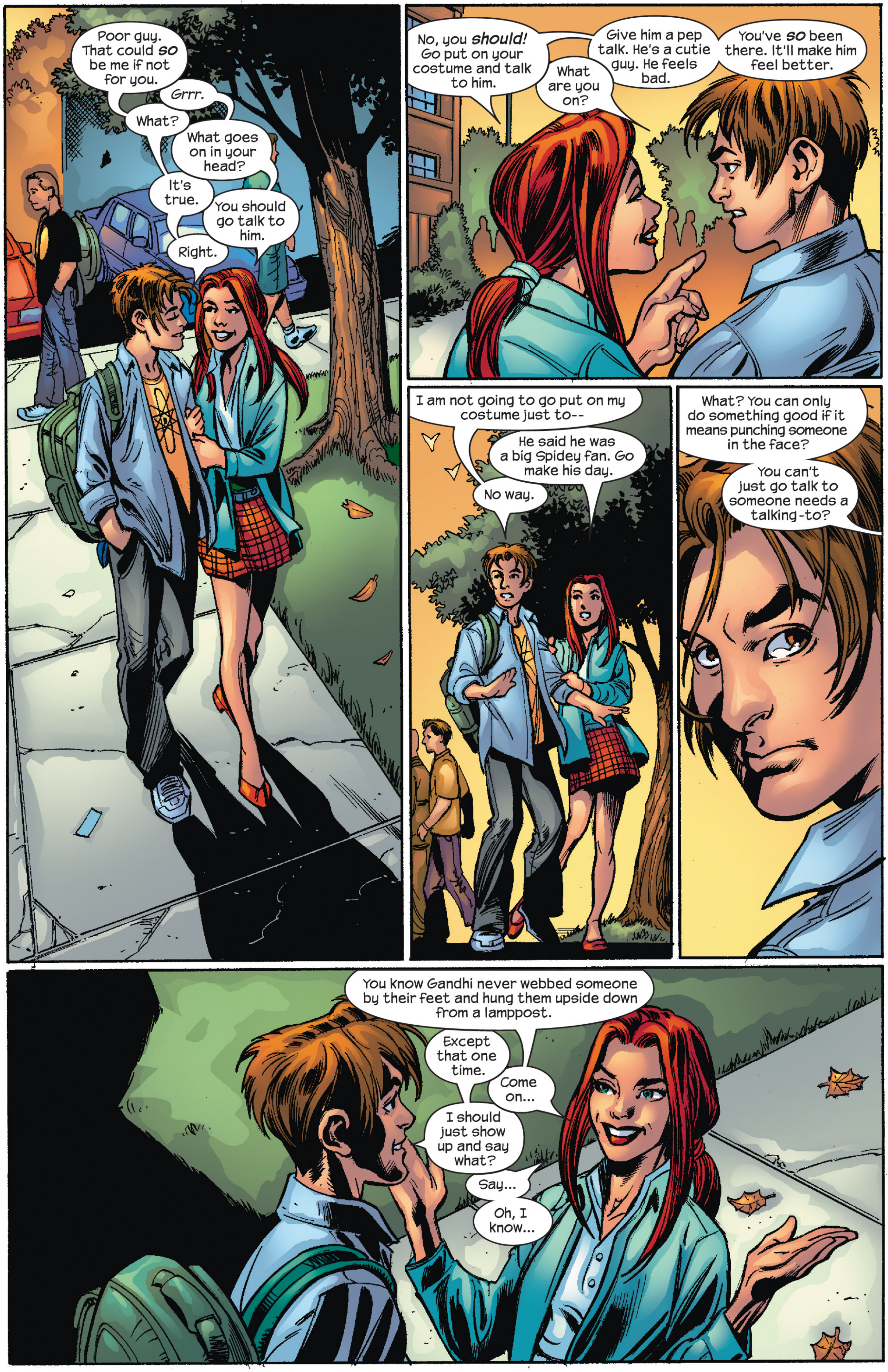

Ugh!!
Let's go.
I *so* don't want to.
You know how this nightmare school works. Everyone is in everyone's biz.
You didn't *do* anything.
Ugh.
Let's go.
TANDY BOWEN FOR SCHOOL PRESIDENT!
N TEAM!
NELLY RULES
HOME ECONOMICS 101
7
VIVA LA BAM
I heard your boyfriend is hot.
HAHAHAHAHAHAHAHAHAHAHAHA

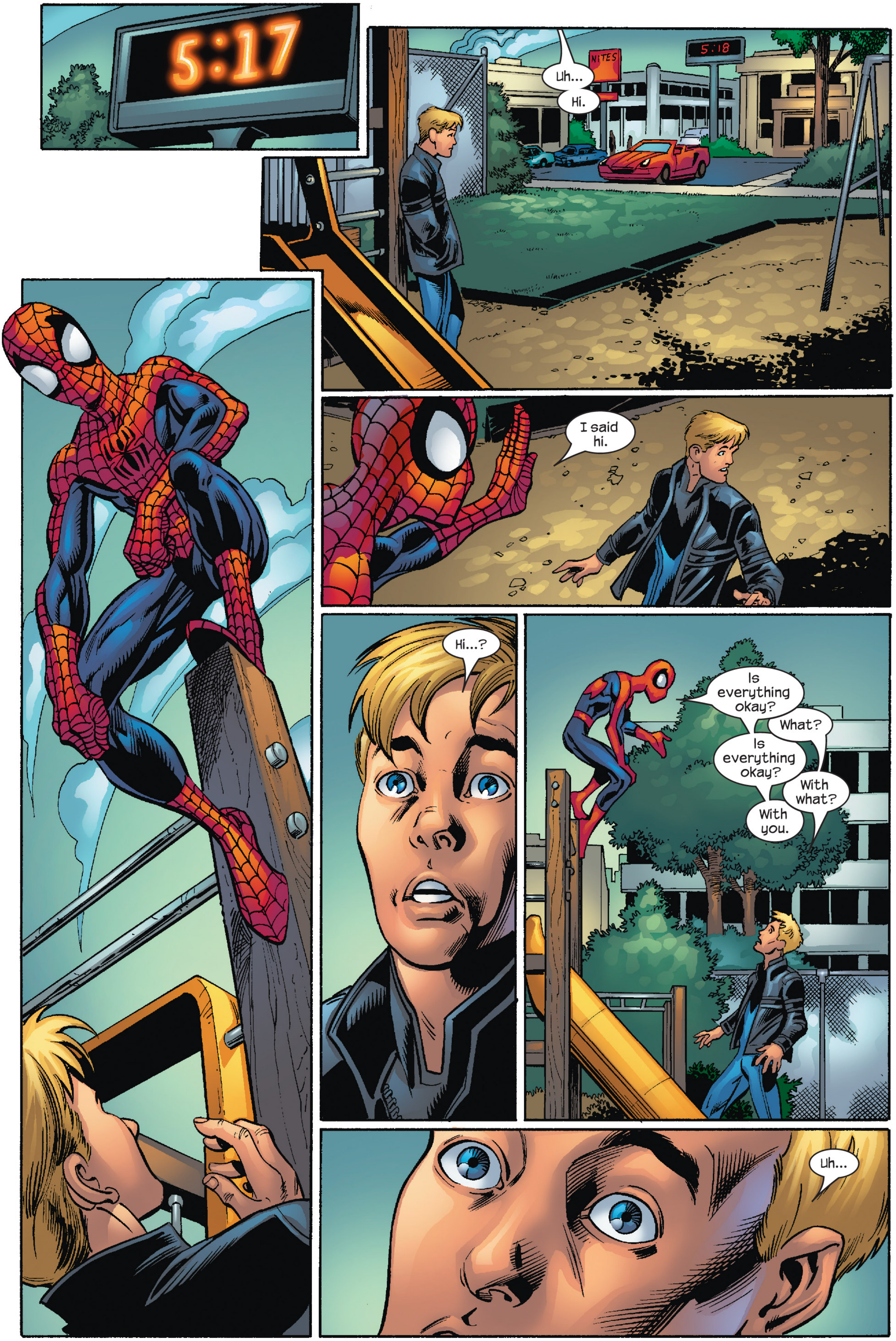

Peter...
Huh.
Hey...
Don't freak out.
No. I was just--
You came back.
Is Liz here?
She was. She left at lunch.
The idiots were razzing her.
Because of me?
Kinda...
Yeah.
Uh, so... who are you?
What are you?

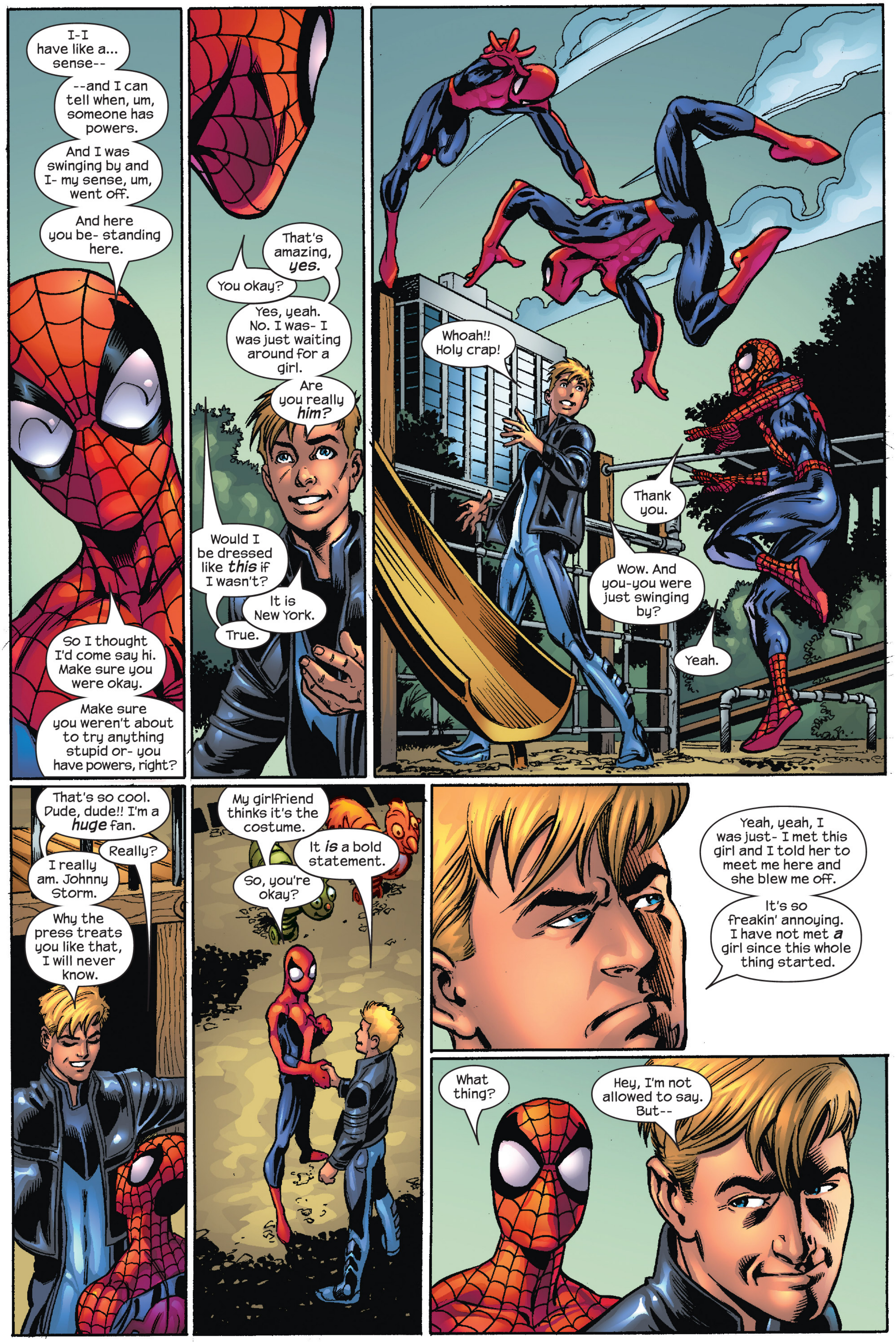

I-I'm sorry, I'm just not allowed to tell you.
I know I sound like a herb, but I'm really not allowed to.
Are you, like, a mutant?
No.
But don't, don't ask me twenty questions. I'm really not allowed to say anything.
Seriously.
I read some stuff about you online. At least I *think* it was you. Sounded like you.
You did? Oh, you mean that obnoxious fat guy's website? What's his name?
Cletus. The one about all the Ultimates and stuff?
Yeah.
I *hate* that guy. I'm mad I even know his name.
What did it say?
(I'll tell you later.)
Just tell me... is he a good guy or a bad guy?
What?
Mary...
I'm not a *bad* guy.
Well, there *are* bad guys.
Yeah, but I don't think they see them*selves* that way.
So, how would you *know* if you were good or--
MJ!
I'm sorry, she's--
No, it's okay. I was the one on fire.
And flying.
Yeah, how 'bout that?

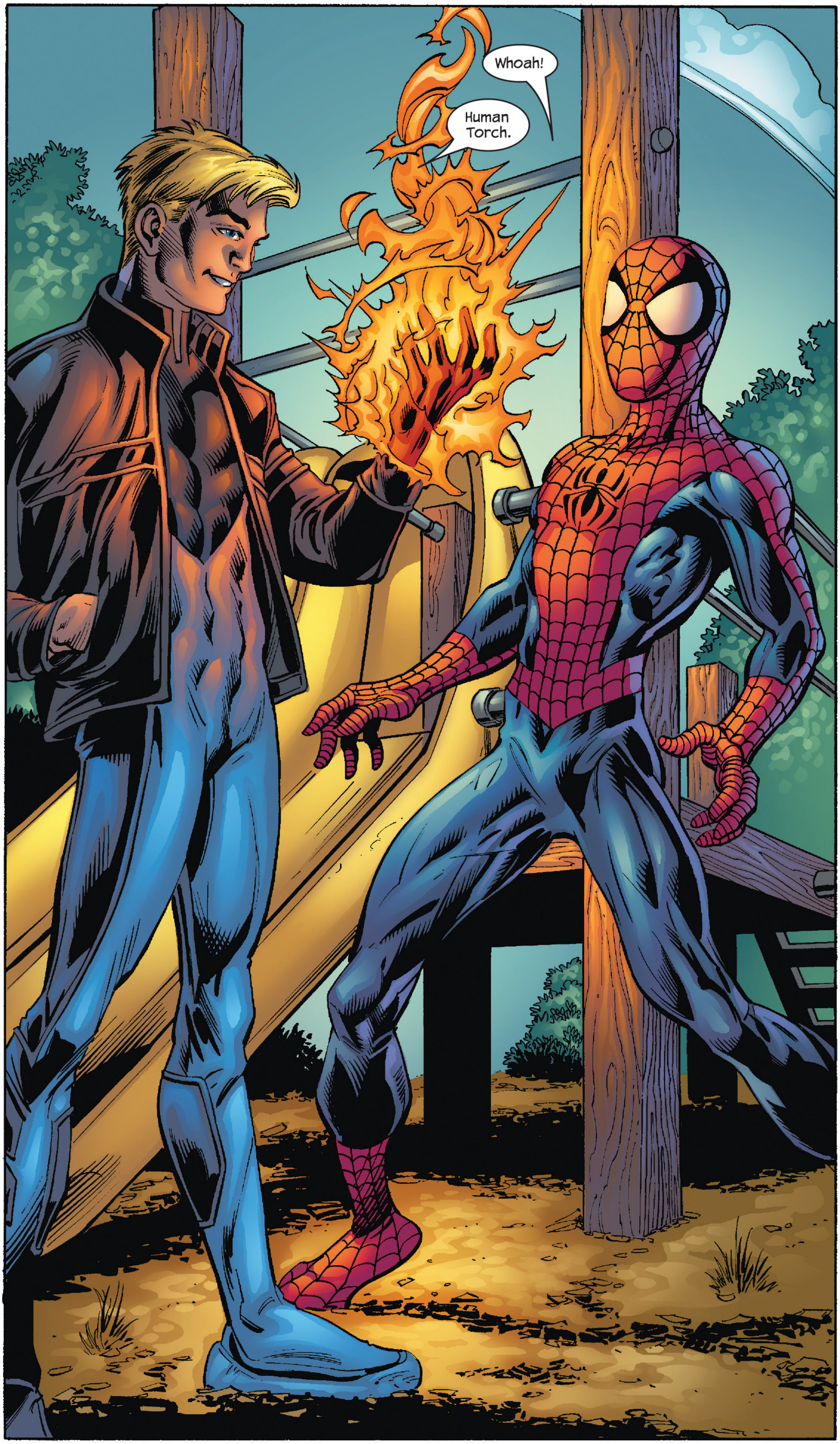

Is she- is Liz going to ever want to talk to me?
Agh.
Any chance *you* can talk to her?
She's kind of... mutant-phobic.
I'm not a mutant!
Okay. Okay.
She, listen, she has some issues.
It's not *you*. She has all kinds of phobias and things.
She thinks *she* might be a mutant. She thought *she* lit you on fire.
What?
She thought *she* did it. I think she knows now she didn't.
But- listen, like I said...
She has issues.

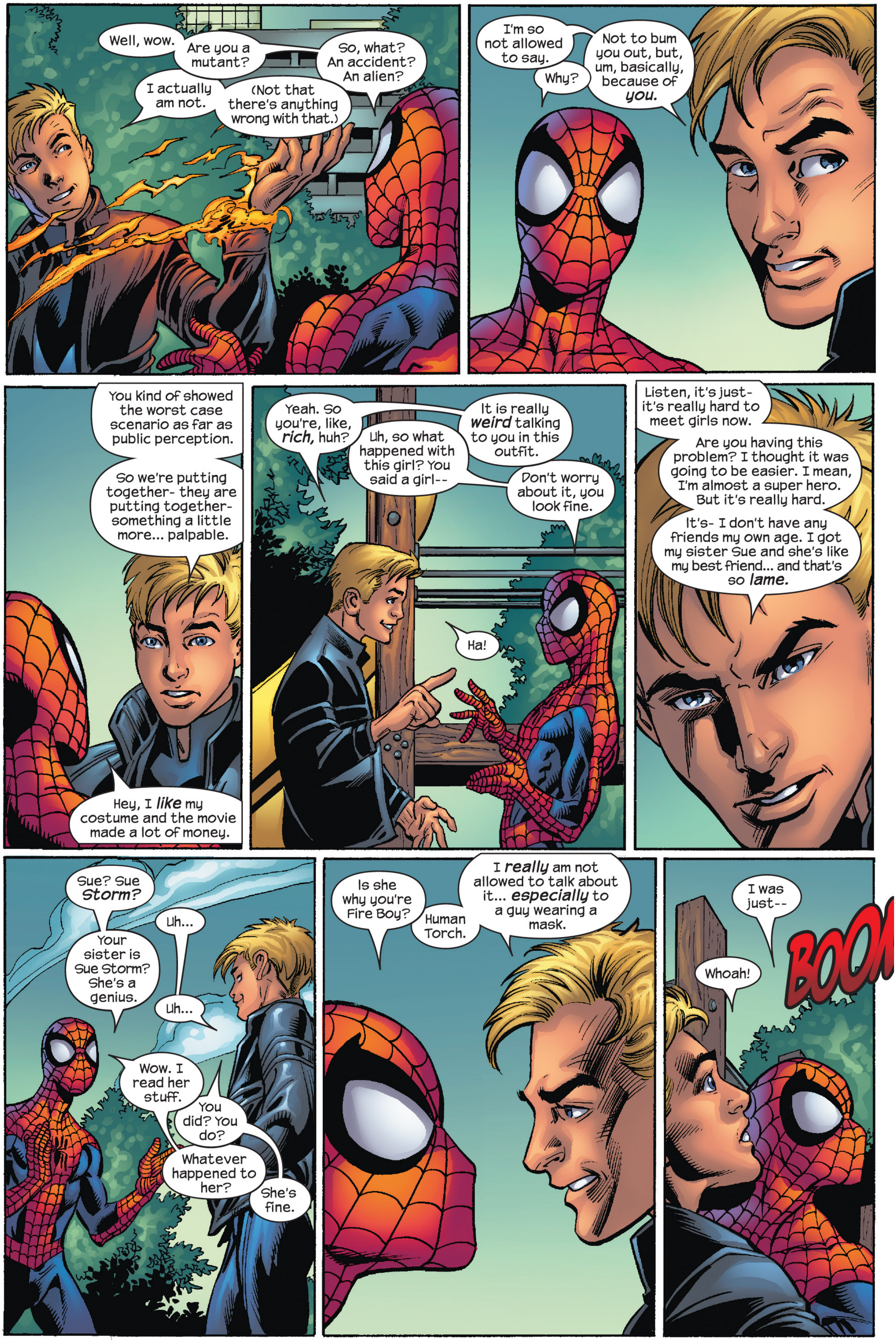

I'm, uh, I'm not gonna be coming back to school.
We figured.
I- yeah.
I think I learned that I don't get to live a normal life no more.
That's it for me.
(Whoopee.)
Listen, I'll get out of your hair, I just- can you give her a message for me?
Sure.
Tell her- (oh, this is so...)
Tell her I'm sorry and that--
I *like* her, and I would have eventually told her but, you know, but really I just met you all.
I didn't do any of this on purpose or anything. It was a big mistake.
I- listen, tell her to meet me...
(Where?)
Tell her to meet me at the playground at Andru Park at five o'clock.
You know, just to talk.
I just- tell her I thought she was cool and... cute.
Just tell her.
Okay.
Sorry, guys.
MIDTOWN HIGH SCHO
Who *was* that?
That's Johnny.
That *is* Johnny.
Is Liz going to meet him?
Oh... no way.

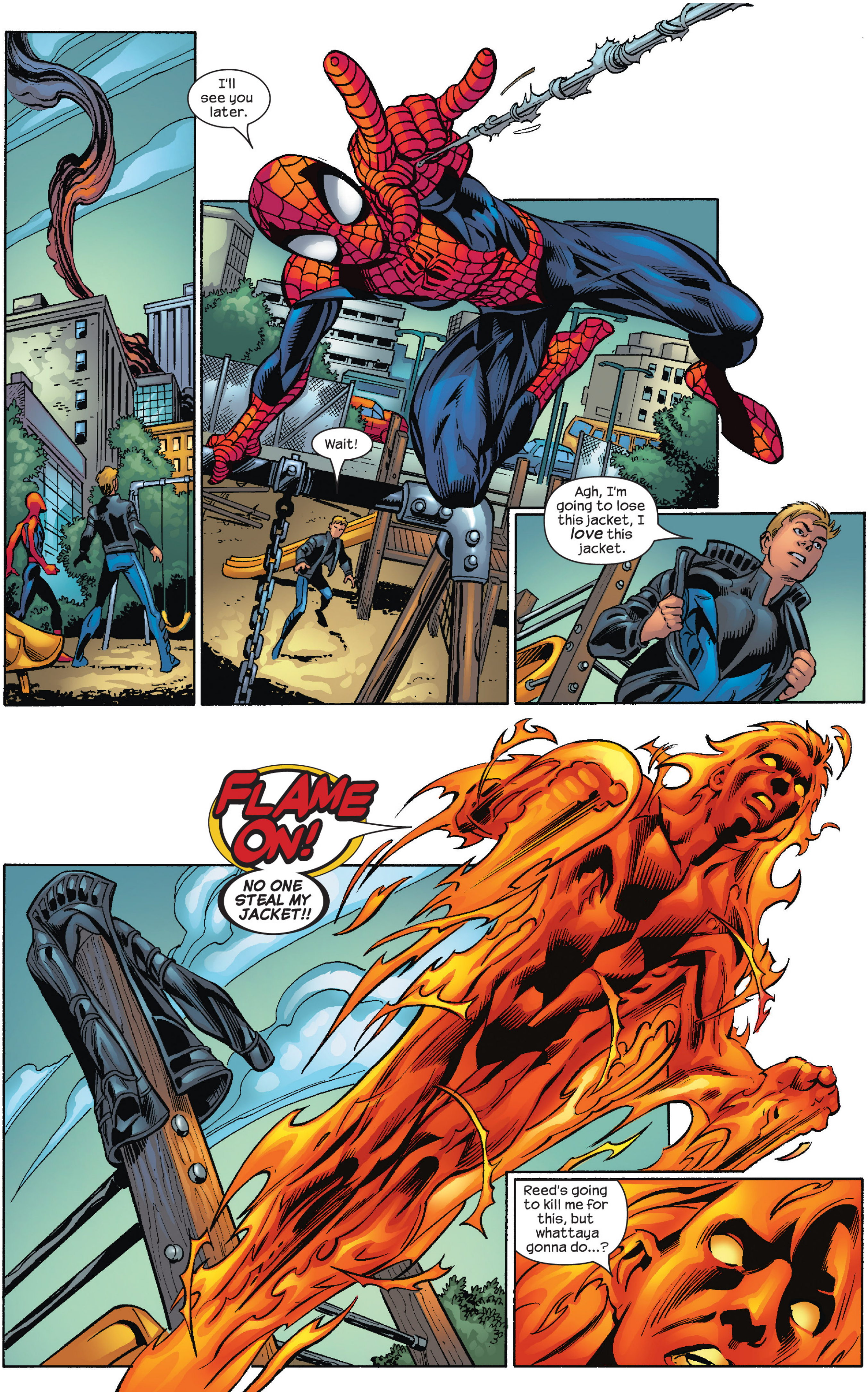

Poor guy. That could *so* be me if not for you.
Grrr.
What?
What goes on in your head?
It's true.
You should go talk to him.
Right.
No, you ***should!*** Go put on your costume and talk to him.
What are you on?
Give him a pep talk. He's a cutie guy. He feels bad.
You've ***so*** been there. It'll make him feel better.
I am not going to go put on my costume just to--
He said he was a big Spidey fan. Go make his day.
No way.
What? You can only do something good if it means punching someone in the face?
You can't just go talk to someone needs a talking-to?
You know Gandhi never webbed someone by their feet and hung them upside down from a lamppost.
Except that one time.
Come on...
I should just show up and say what?
Say...
Oh, I know...

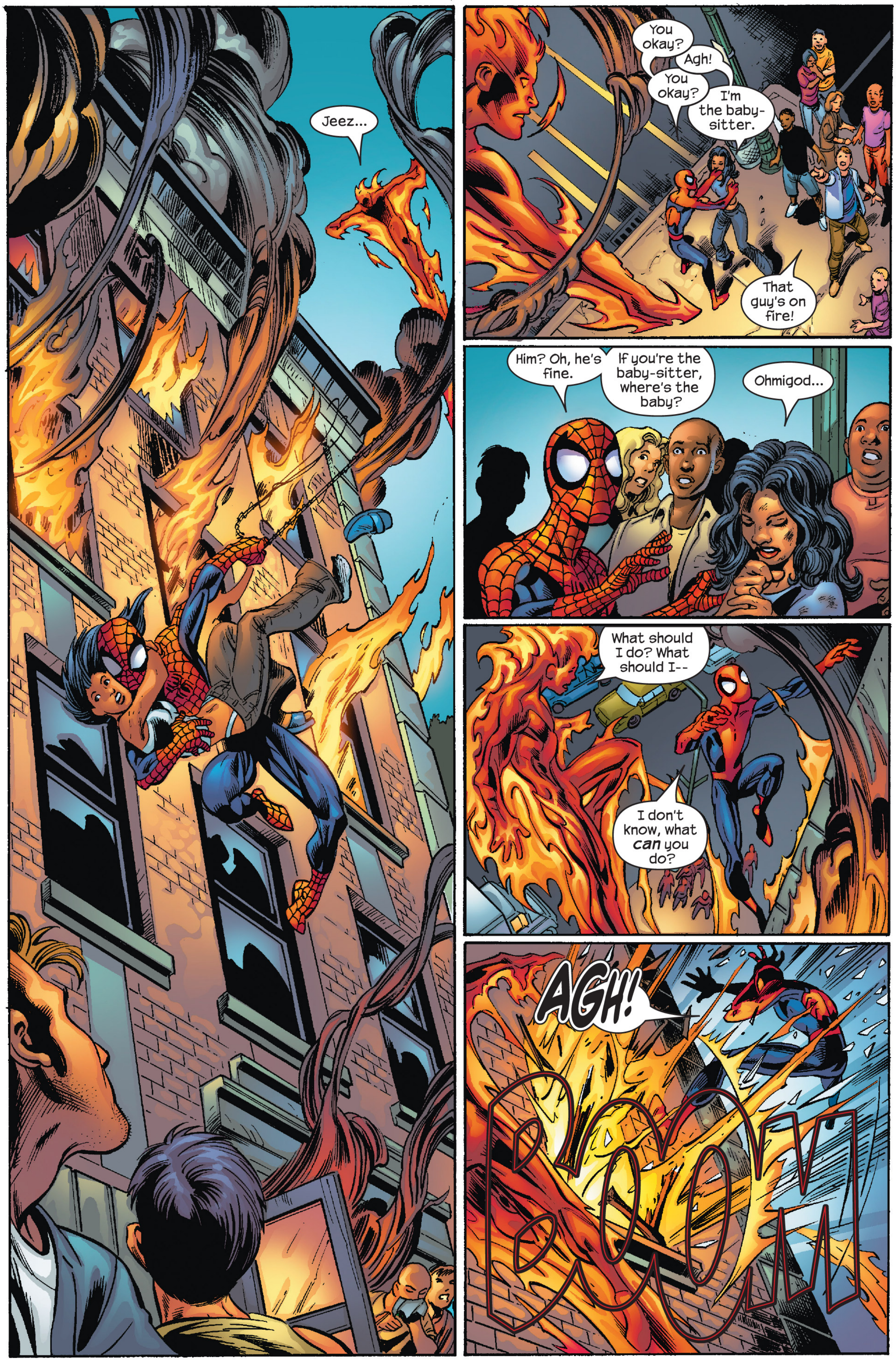

5:17
NITES
5:18
Uh...
Hi.
I said hi.
Hi...?
Is everything okay?
What?
Is everything okay?
With what?
With you.
Uh...

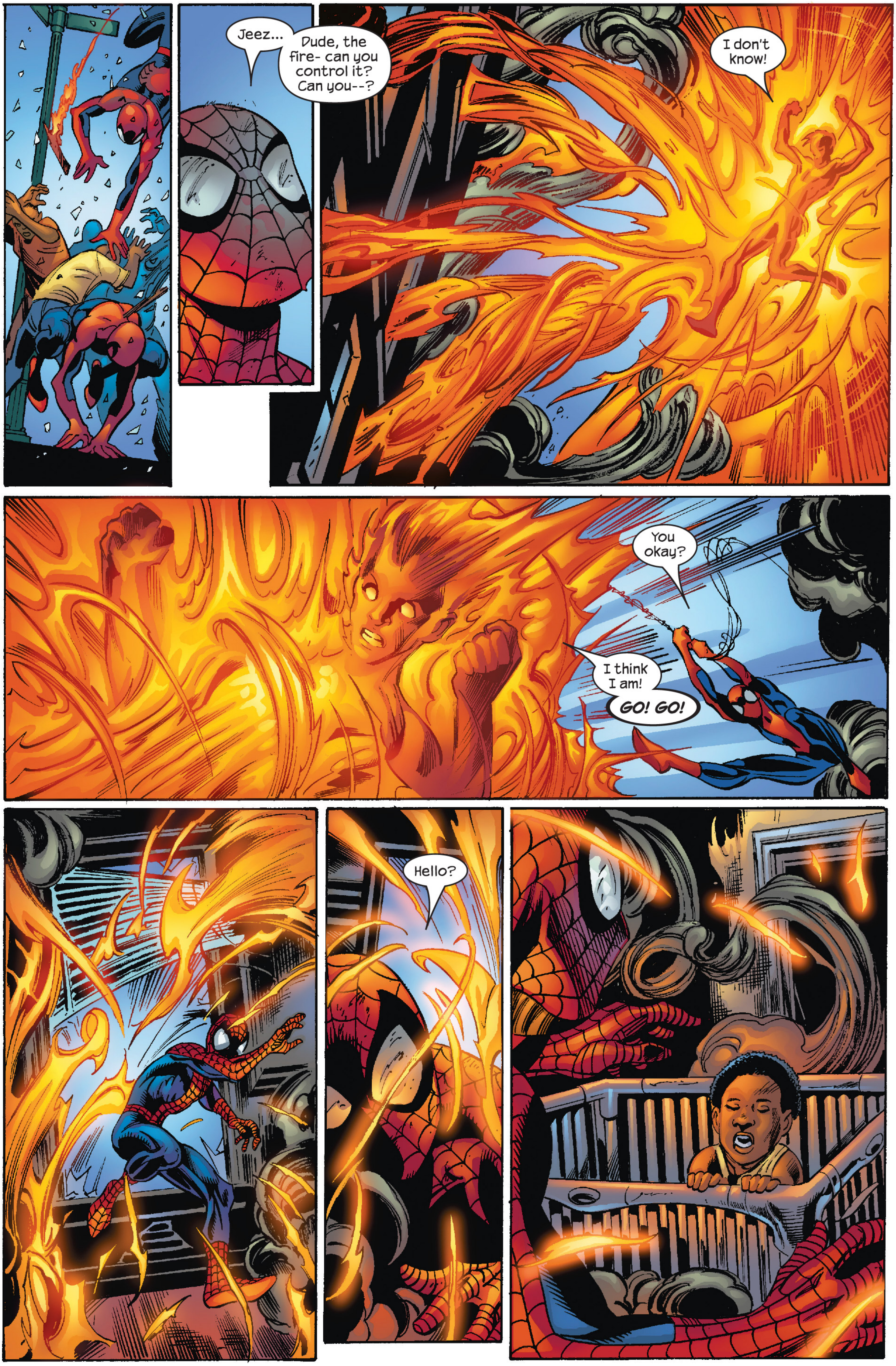

I-I have like a... sense--
--and I can tell when, um, someone has powers.
And I was swinging by and I- my sense, um, went off.
And here you be- standing here.
So I thought I'd come say hi. Make sure you were okay.
Make sure you weren't about to try anything stupid or- you have powers, right?
That's amazing, *yes.*
You okay?
Yes, yeah. No. I was- I was just waiting around for a girl.
Are you really *him?*
Would I be dressed like *this* if I wasn't?
It is New York.
True.
Whoah!! Holy crap!
Thank you.
Wow. And you-you were just swinging by?
Yeah.
That's so cool. Dude, dude!! I'm a *huge* fan.
Really?
I really am. Johnny Storm.
Why the press treats you like that, I will never know.
My girlfriend thinks it's the costume.
It *is* a bold statement.
So, you're okay?
Yeah, yeah, I was just- I met this girl and I told her to meet me here and she blew me off.
It's so freakin' annoying. I have not met *a* girl since this whole thing started.
What thing?
Hey, I'm not allowed to say. But--

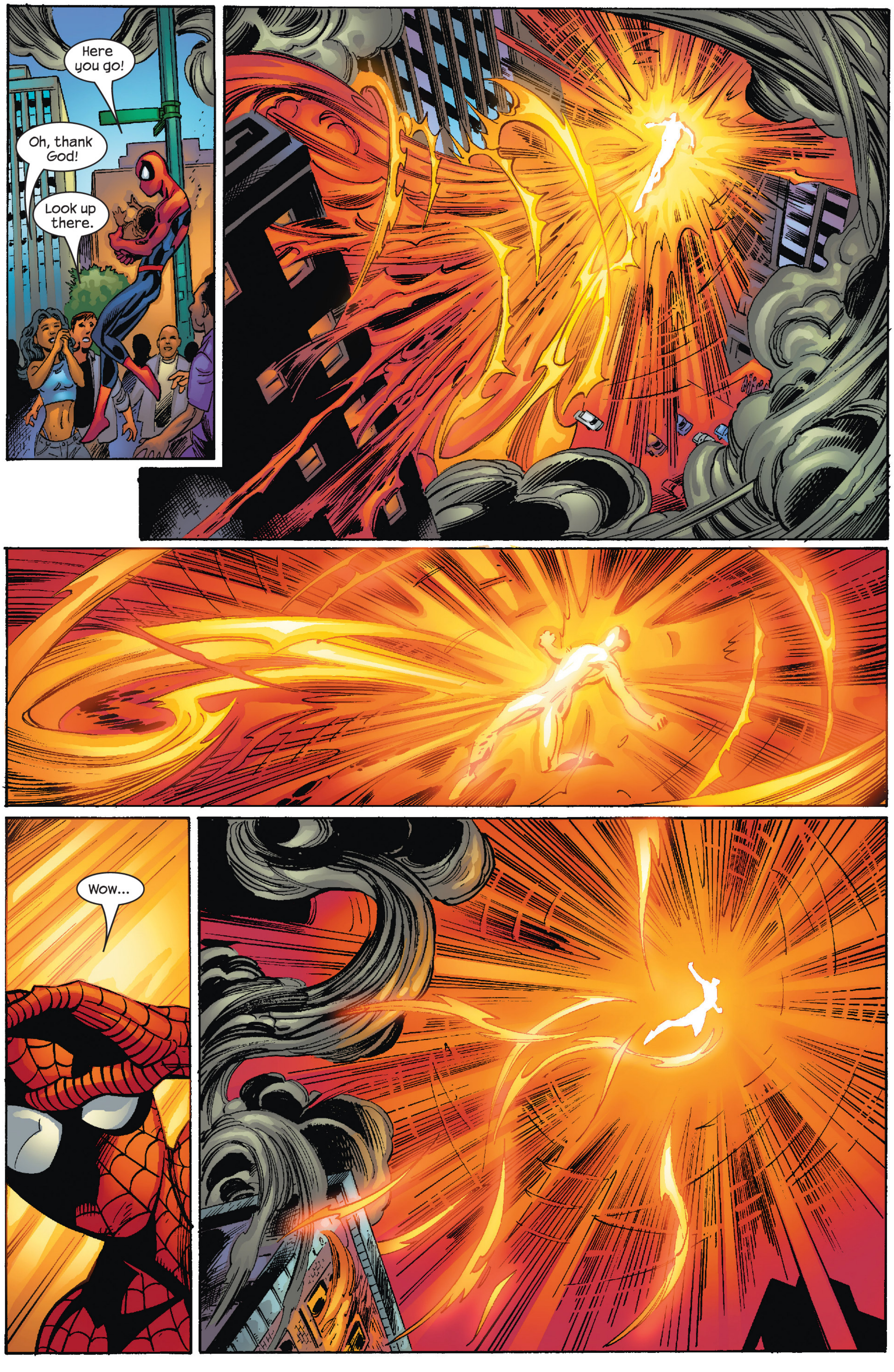

Whoah!
Human Torch.

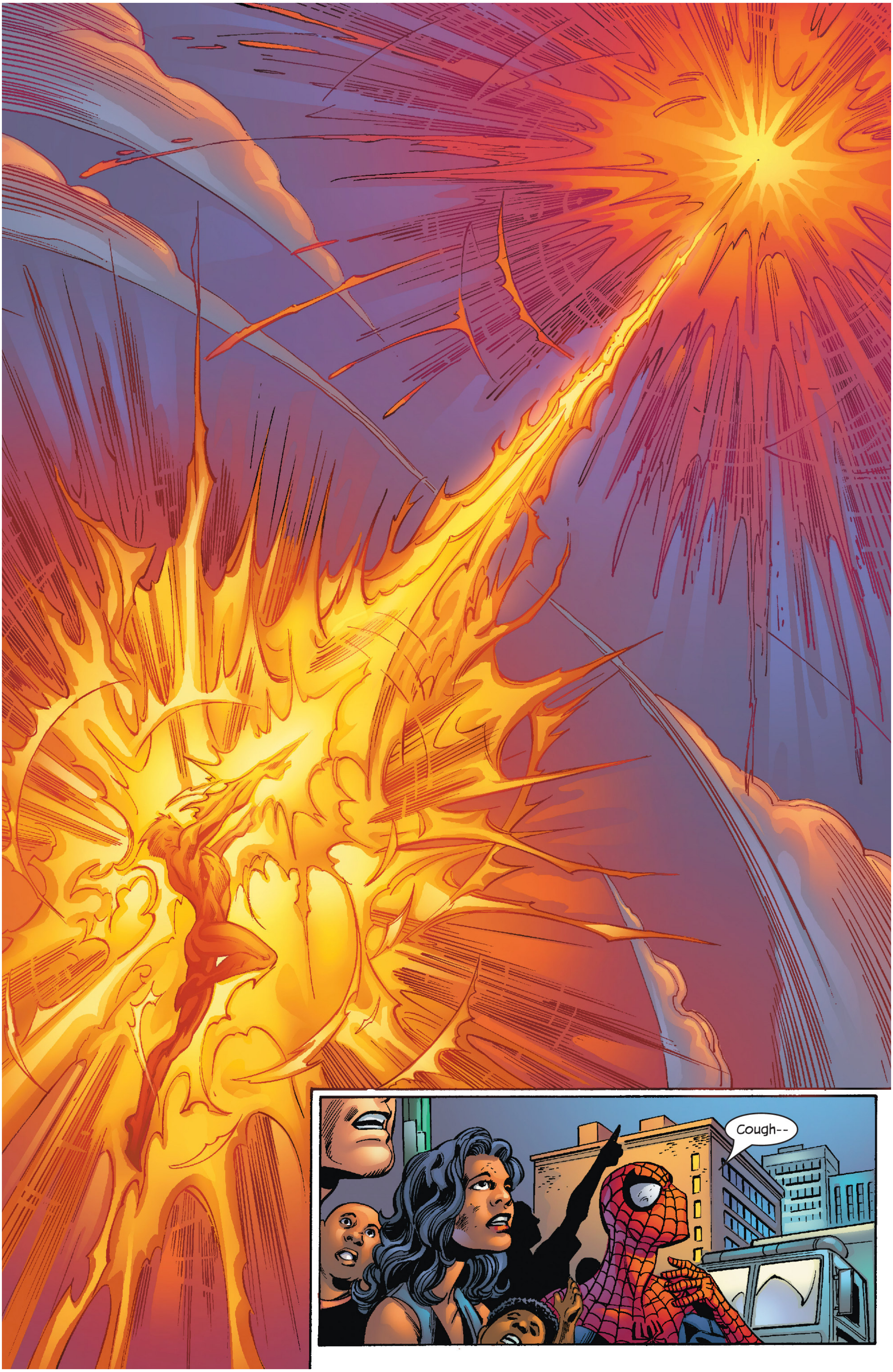

Well, wow.
Are you a mutant?
So, what? An accident? An alien?
I actually am not.
(Not that there's anything wrong with that.)
I'm so not allowed to say.
Why?
Not to bum you out, but, um, basically, because of *you.*
You kind of showed the worst case scenario as far as public perception.
So we're putting together- they are putting together- something a little more... palpable.
Hey, I *like* my costume and the movie made a lot of money.
Yeah. So you're, like, *rich,* huh?
It is really *weird* talking to you in this outfit.
Uh, so what happened with this girl? You said a girl--
Don't worry about it, you look fine.
Ha!
Listen, it's just- it's really hard to meet girls now.
Are you having this problem? I thought it was going to be easier. I mean, I'm almost a super hero. But it's really hard.
It's- I don't have any friends my own age. I got my sister Sue and she's like my best friend... and that's so *lame.*
Sue? Sue *Storm?*
Your sister is Sue Storm? She's a genius.
Uh...
Uh...
Wow. I read her stuff.
You did? You do?
Whatever happened to her?
She's fine.
Is she why you're Fire Boy?
Human Torch.
I *really* am not allowed to talk about it... *especially* to a guy wearing a mask.
I was just--
Whoah!
BOOM

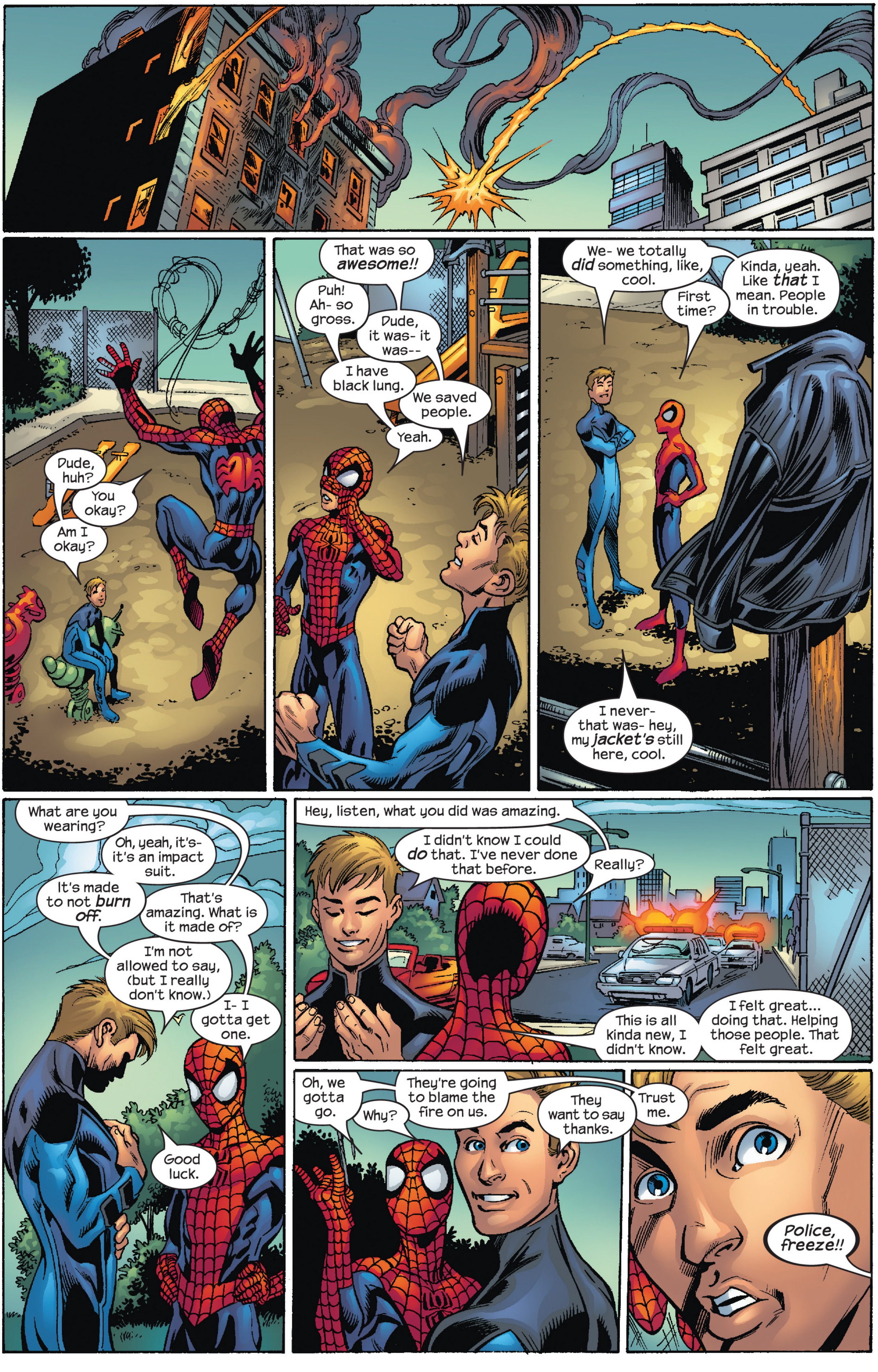

I'll see you later.
Wait!
Agh, I'm going to lose this jacket, I *love* this jacket.
FLAME ON!
NO ONE STEAL MY JACKET!!
Reed's going to kill me for this, but whattaya gonna do...?

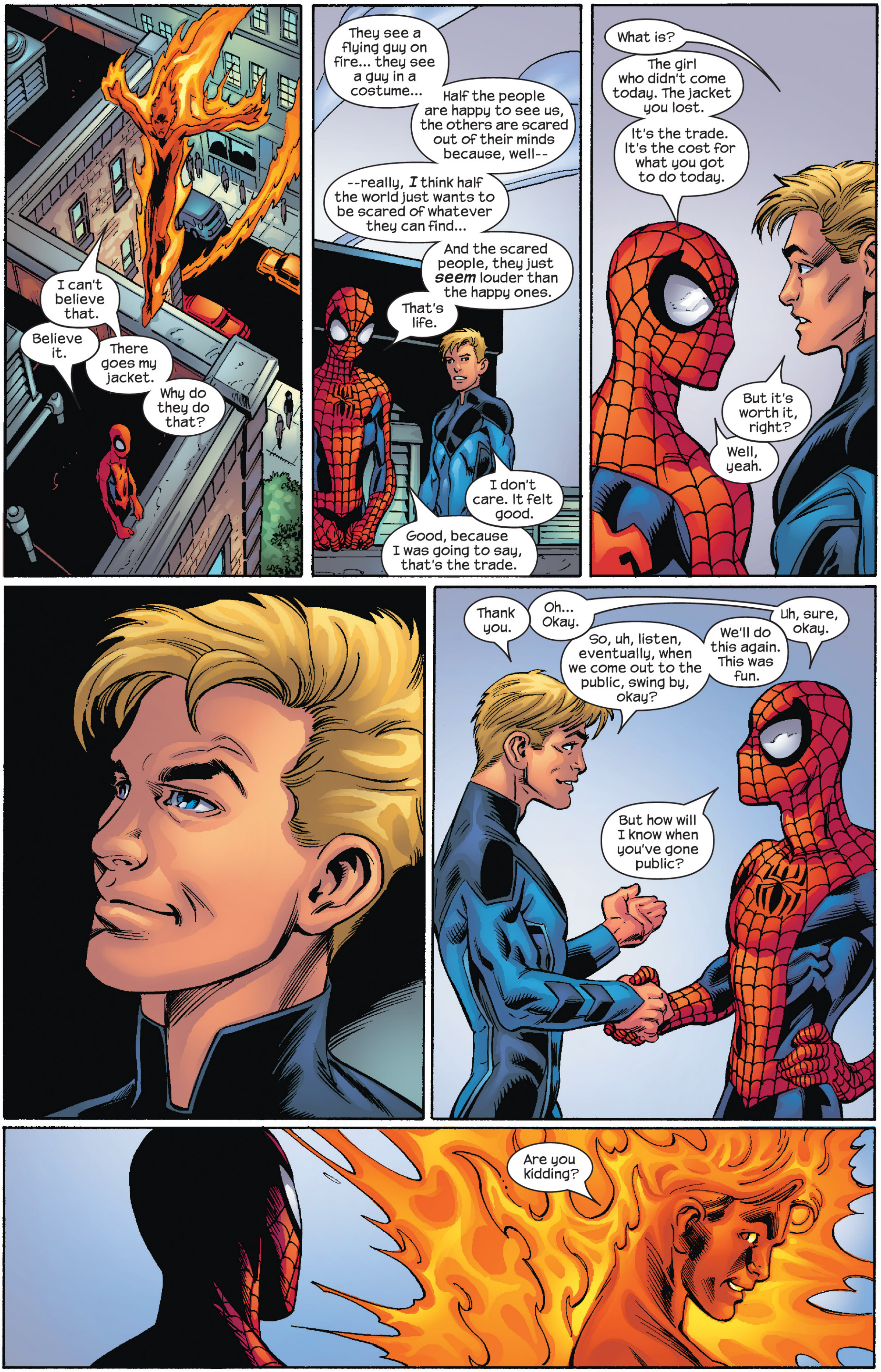

Jeez...
You okay?
Agh!
You okay?
I'm the baby-sitter.
That guy's on fire!
Him? Oh, he's fine.
If you're the baby-sitter, where's the baby?
Ohmigod...
What should I do? What should I--
I don't know, what **can** you do?
AGH!
BOOM

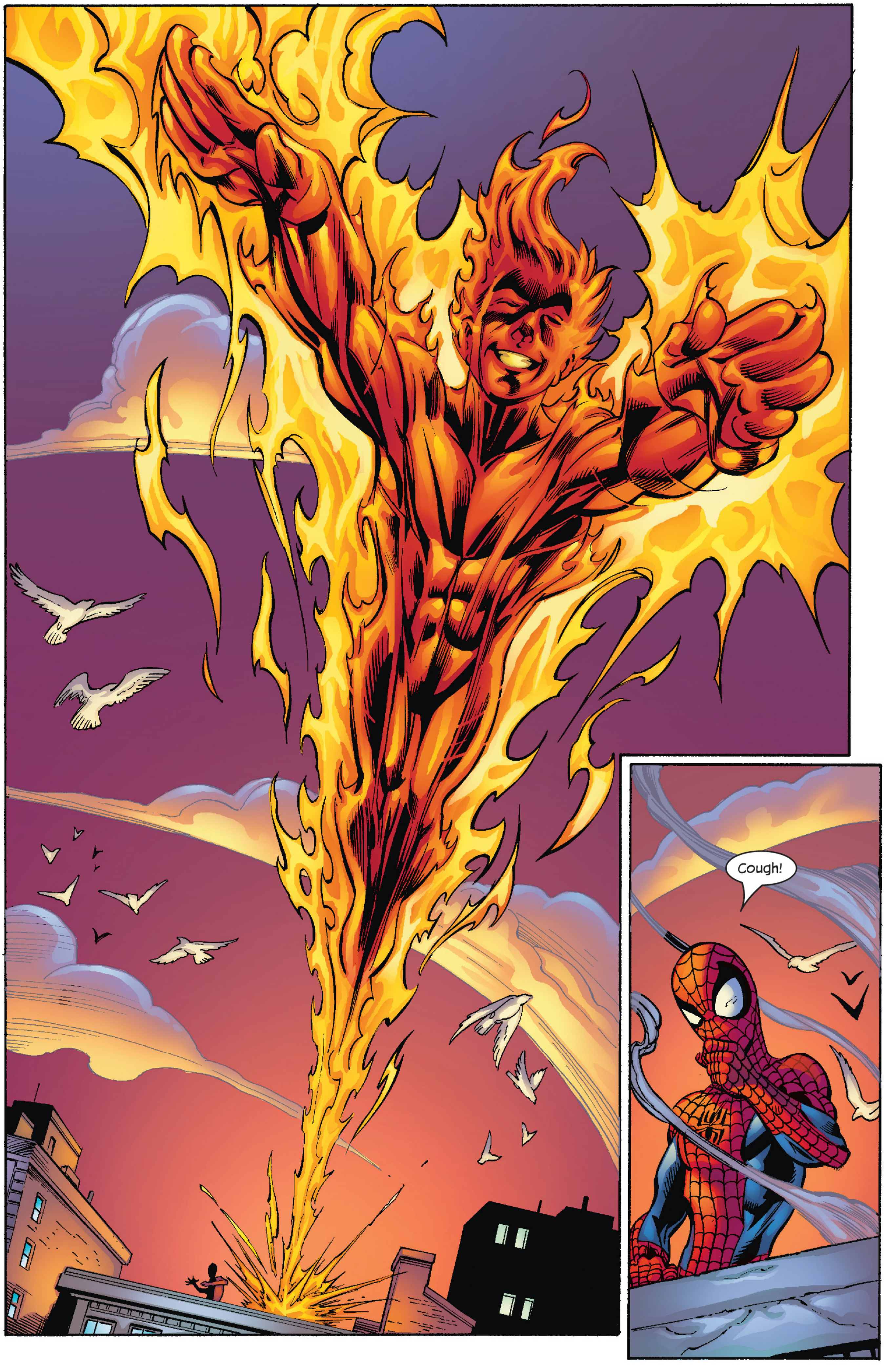

Jeez...
Dude, the fire- can you control it? Can you--?
I don't know!
You okay?
I think I am!
GO! GO!
Hello?


Here you go!
Oh, thank God!
Look up there.
Wow...

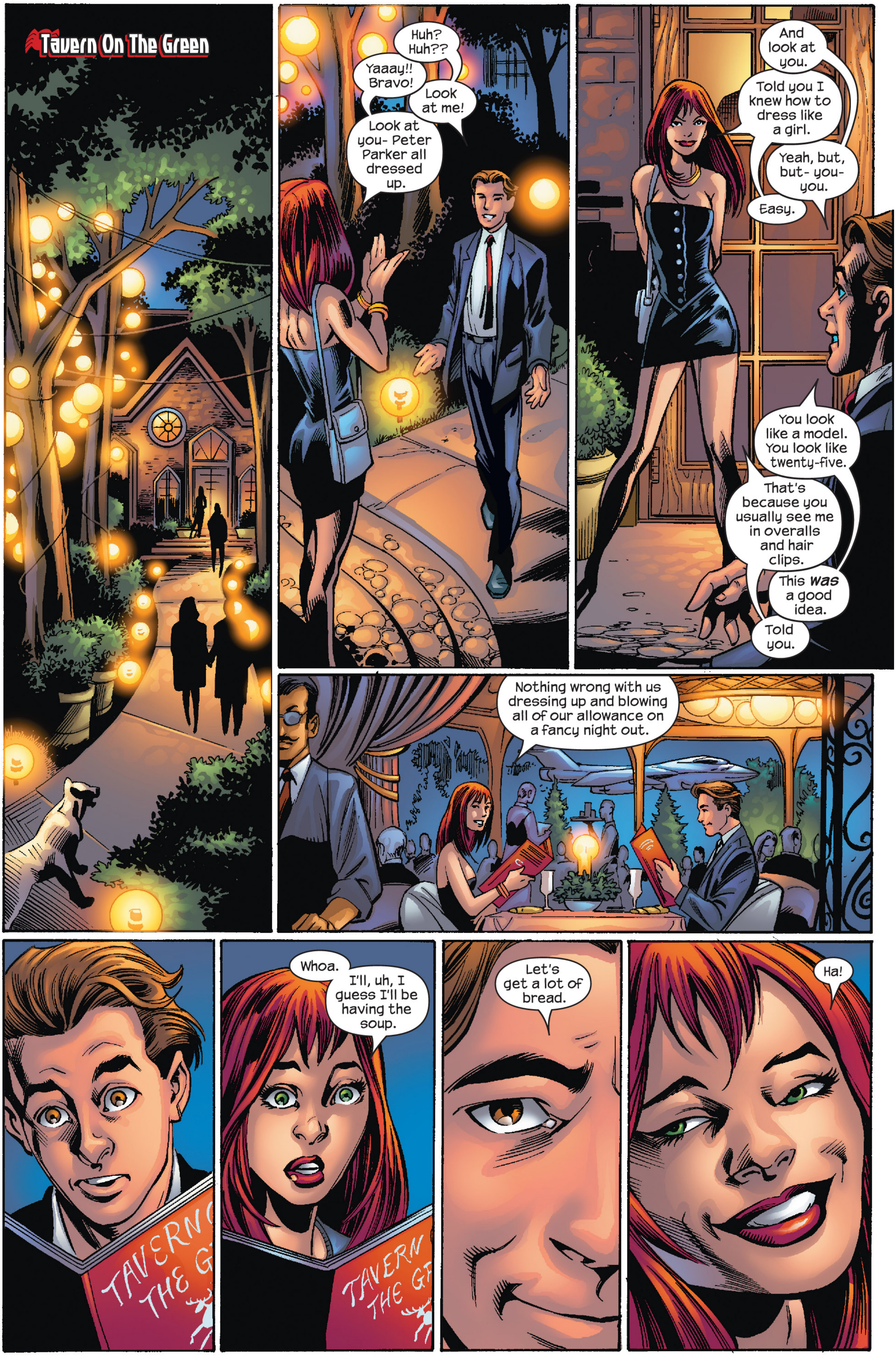

Cough--

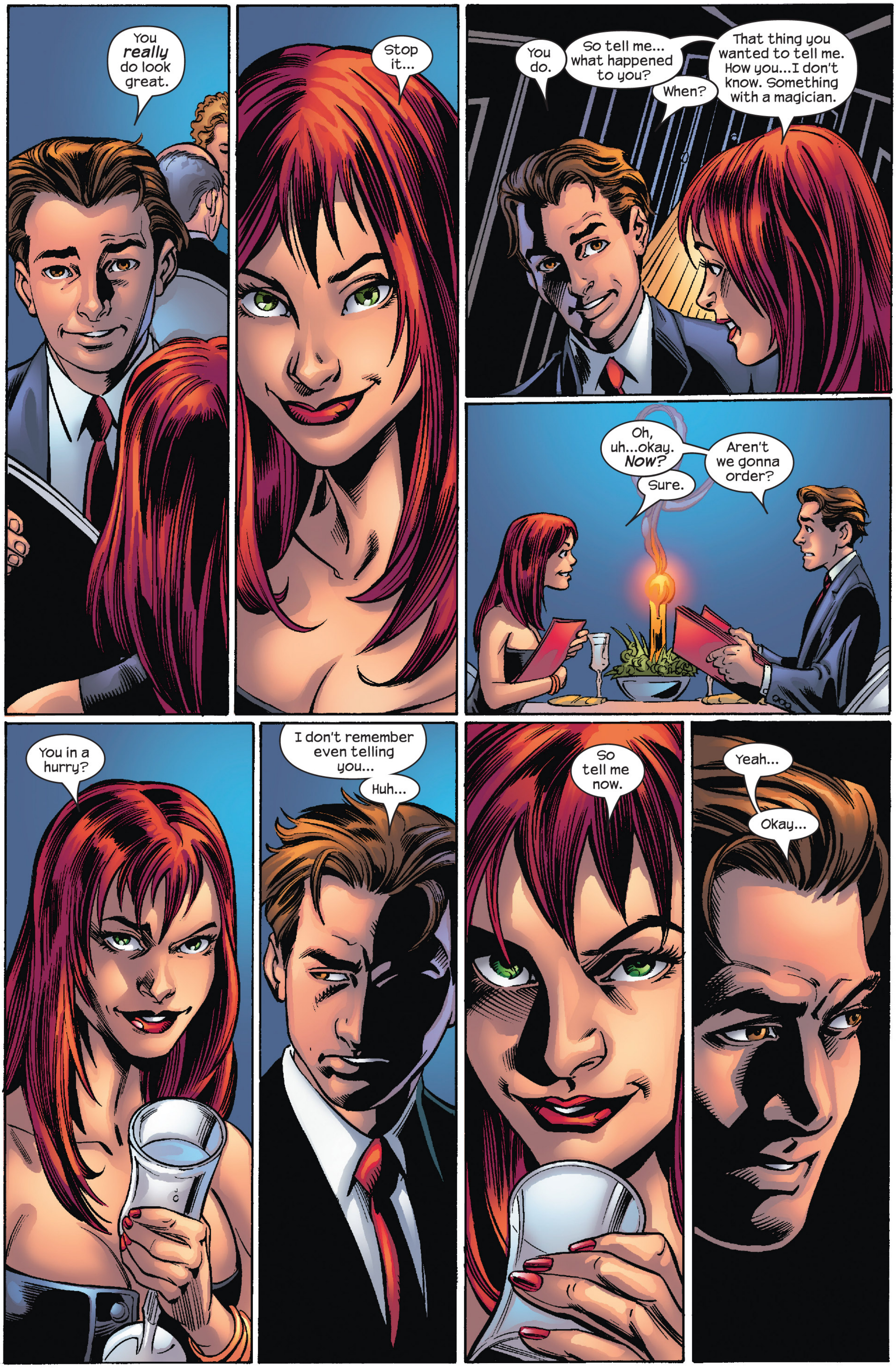

Dude, huh?
You okay?
Am I okay?
That was so *awesome!!*
Puh! Ah- so gross.
Dude, it was- it was--
I have black lung.
We saved people.
Yeah.
We- we totally *did* something, like, cool.
First time?
Kinda, yeah. Like *that* I mean. People in trouble.
I never- that was- hey, my *jacket's* still here, cool.
What are you wearing?
Oh, yeah, it's- it's an impact suit.
It's made to not *burn off*.
That's amazing. What is it made of?
I'm not allowed to say, (but I really don't know.)
I- I gotta get one.
Good luck.
Hey, listen, what you did was amazing.
I didn't know I could *do* that. I've never done that before.
Really?
This is all kinda new, I didn't know.
I felt great... doing that. Helping those people. That felt great.
Oh, we gotta go.
Why?
They're going to blame the fire on us.
They want to say thanks.
Trust me.
Police, freeze!!

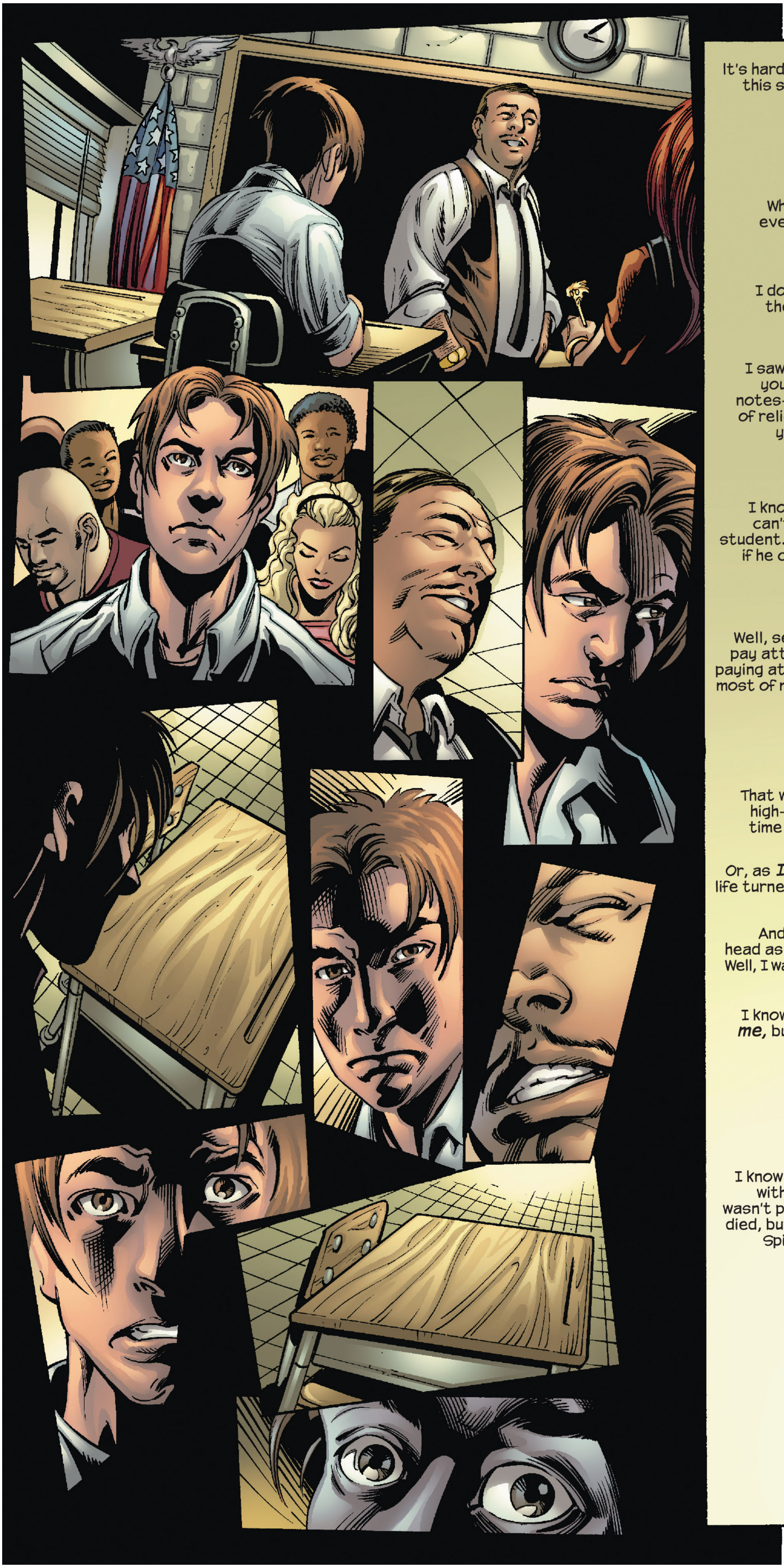

I can't believe that.
Believe it.
There goes my jacket.
Why do they do that?
They see a flying guy on fire... they see a guy in a costume...
Half the people are happy to see us, the others are scared out of their minds because, well--
--really, *I* think half the world just wants to be scared of whatever they can find...
And the scared people, they just ***seem*** louder than the happy ones.
That's life.
I don't care. It felt good.
Good, because I was going to say, that's the trade.
What is?
The girl who didn't come today. The jacket you lost.
It's the trade. It's the cost for what you got to do today.
But it's worth it, right?
Well, yeah.
Thank you.
Oh... Okay.
So, uh, listen, eventually, when we come out to the public, swing by, okay?
We'll do this again. This was fun.
Uh, sure, okay.
But how will I know when you've gone public?
Are you kidding?


Cough!

70


Tavern On The Green
Yaaay!! Bravo!
Huh? Huh??
Look at me!
Look at you- Peter Parker all dressed up.
And look at you.
Told you I knew how to dress like a girl.
Yeah, but, but- you- you.
Easy.
You look like a model. You look like twenty-five.
That's because you usually see me in overalls and hair clips.
This *was* a good idea.
Told you.
Nothing wrong with us dressing up and blowing all of our allowance on a fancy night out.
TAVERN ON THE GREEN
Whoa.
I'll, uh, I guess I'll be having the soup.
Let's get a lot of bread.
Ha!


You *really* do look great.
Stop it...
You do.
So tell me... what happened to you?
When?
That thing you wanted to tell me. How you...I don't know. Something with a magician.
Oh, uh...okay. *Now?*
Sure.
Aren't we gonna order?
You in a hurry?
I don't remember even telling you...
Huh...
So tell me now.
Yeah...
Okay...



It's hard to know *exactly* where this story started but I know where I *feel* it started.

In class.

Where I sat thinking about everything in the world *but* what our teacher was actually talking about.

I don't even remember what the topic of the class was.

I saw you writing your notes- your obsessive-compulsive notes- and I remember a wave of relief that at least I'll have your notes to look at for test time.

I know what you're thinking: I can't believe this guy's an "A" student. How does he get all "A"s if he can't even pay attention in class?

Well, see, I *used* to be able to pay attention in class. I *loved* paying attention in class. In fact, most of my life, I was only *happy* in class.

But that was before.

That was before I became the high-flying, wall-crawling, big-time super hero, Spider-Man.

Or, as *I* like to call it, before my life turned to a big ol' pile of crap.

And what was going on in my head as I stared ahead blankly? Well, I was trying not to look at it.

I know *it* was there looking at *me,* but I really didn't want to look back at *it.*

Gwen's desk.

Gwen's big, empty desk.

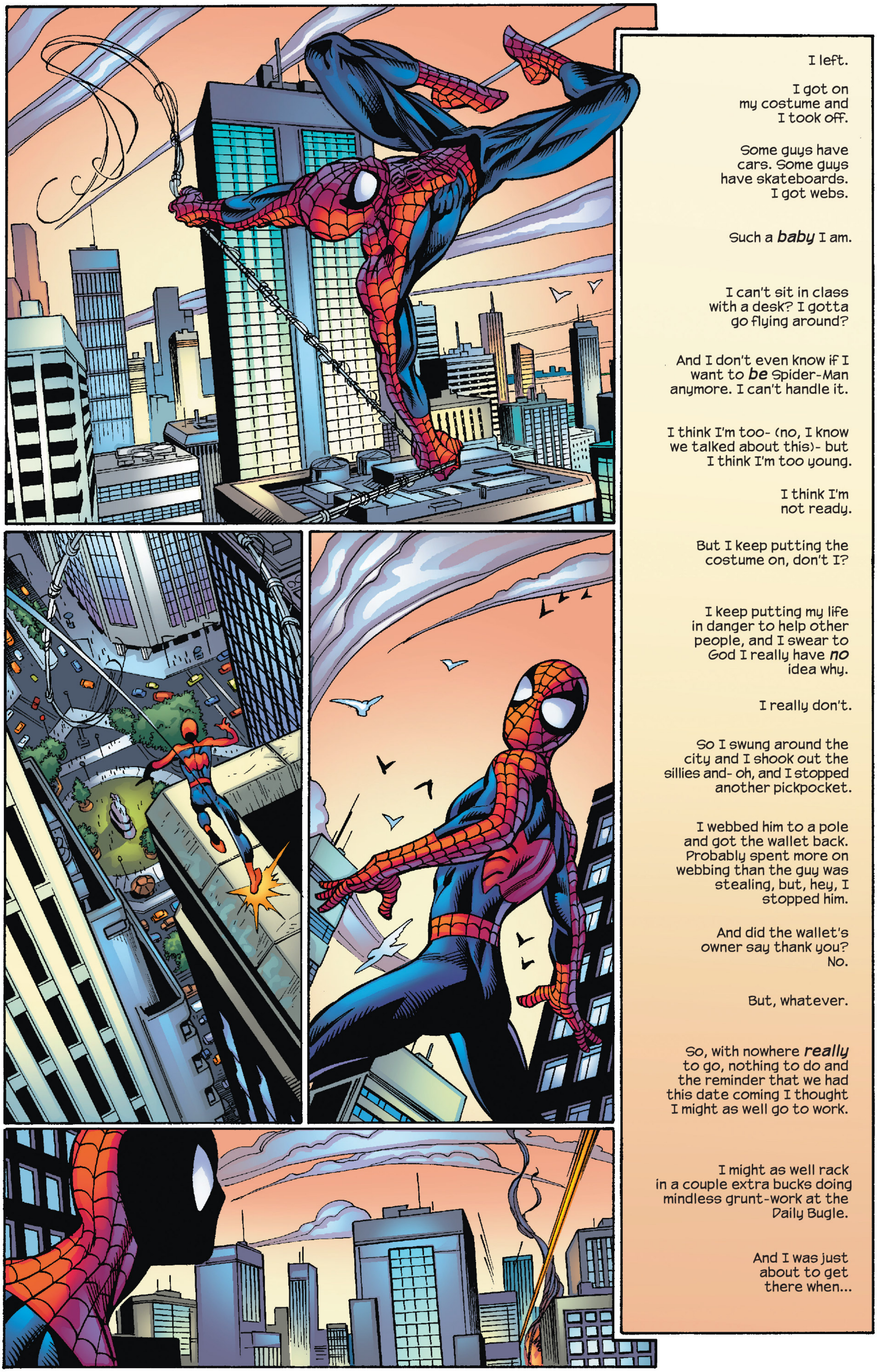
I know that look, don't do that with the look again. I know I wasn't physically there when she died, but she *did* die because of Spider-Man. Because of me.

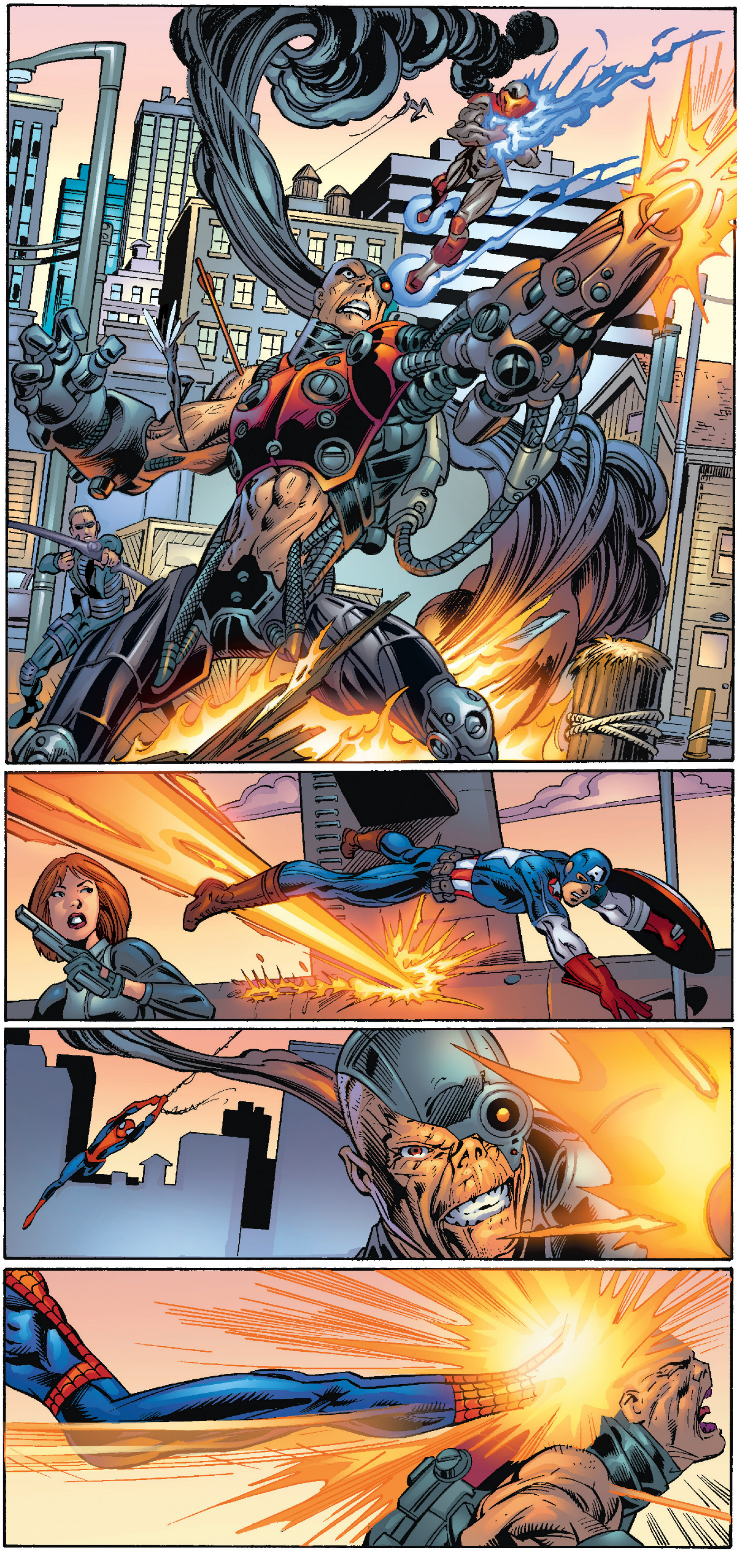
She died and I wasn't there to help her.

I wasn't there. And now *she* isn't here.

And there's that desk to *remind* me that she isn't here.

I had to leave.


I left.
I got on my costume and I took off.
Some guys have cars. Some guys have skateboards. I got webs.
Such a **baby** I am.
I can't sit in class with a desk? I gotta go flying around?
And I don't even know if I want to **be** Spider-Man anymore. I can't handle it.
I think I'm too- (no, I know we talked about this)- but I think I'm too young.
I think I'm not ready.
But I keep putting the costume on, don't I?
I keep putting my life in danger to help other people, and I swear to God I really have **no** idea why.
I really don't.
So I swung around the city and I shook out the sillies and- oh, and I stopped another pickpocket.
I webbed him to a pole and got the wallet back. Probably spent more on webbing than the guy was stealing, but, hey, I stopped him.
And did the wallet's owner say thank you? No.
But, whatever.
So, with nowhere **really** to go, nothing to do and the reminder that we had this date coming I thought I might as well go to work.
I might as well rack in a couple extra bucks doing mindless grunt-work at the Daily Bugle.
And I was just about to get there when...



I couldn't believe how crazy it was.

The Ultimates, they were facing-off with some half-zombie, half-robot guy.

Yeah, Captain America, Hawkeye, Iron Man, that Black Widow chick. I think The Wasp was there, but she's so tiny, who can tell?

People were running around like it was a Godzilla movie. That Iron Man dude had taken a hit and his armor was making this loud piercing sound. He sounded broken.

And though usually I hate getting in the middle of a fight when I don't know what the deal is, I was pretty sure that in *this* case it was a good bet to side with whatever side Captain America was on.

I mean, he *is* Captain America. I've met The Ultimates before and all, but still it's so crazy to meet people like that!

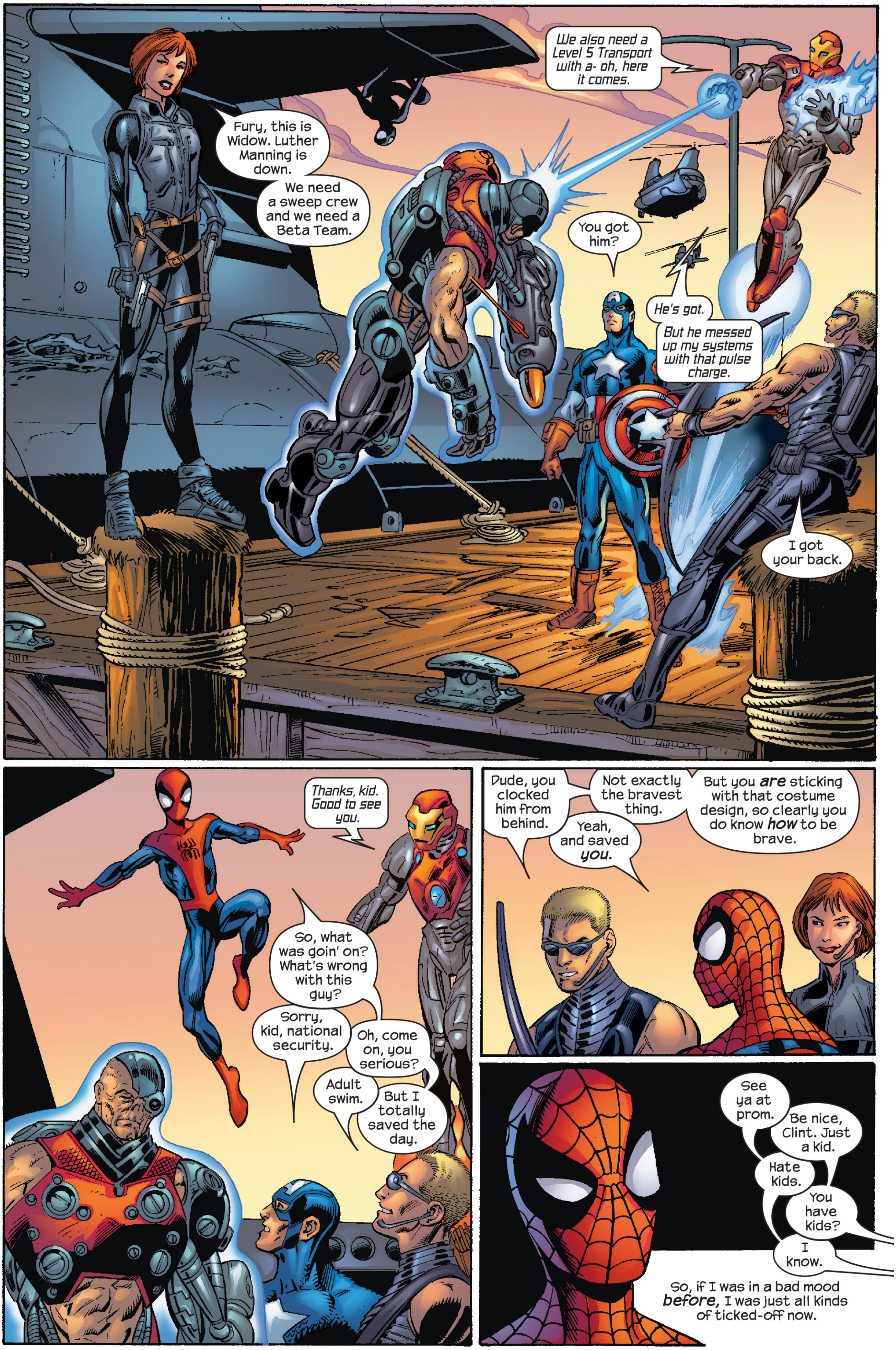
The *real* big-time super heroes. The professionals. It's so bizarre to see them in real life. Makes me shaky.

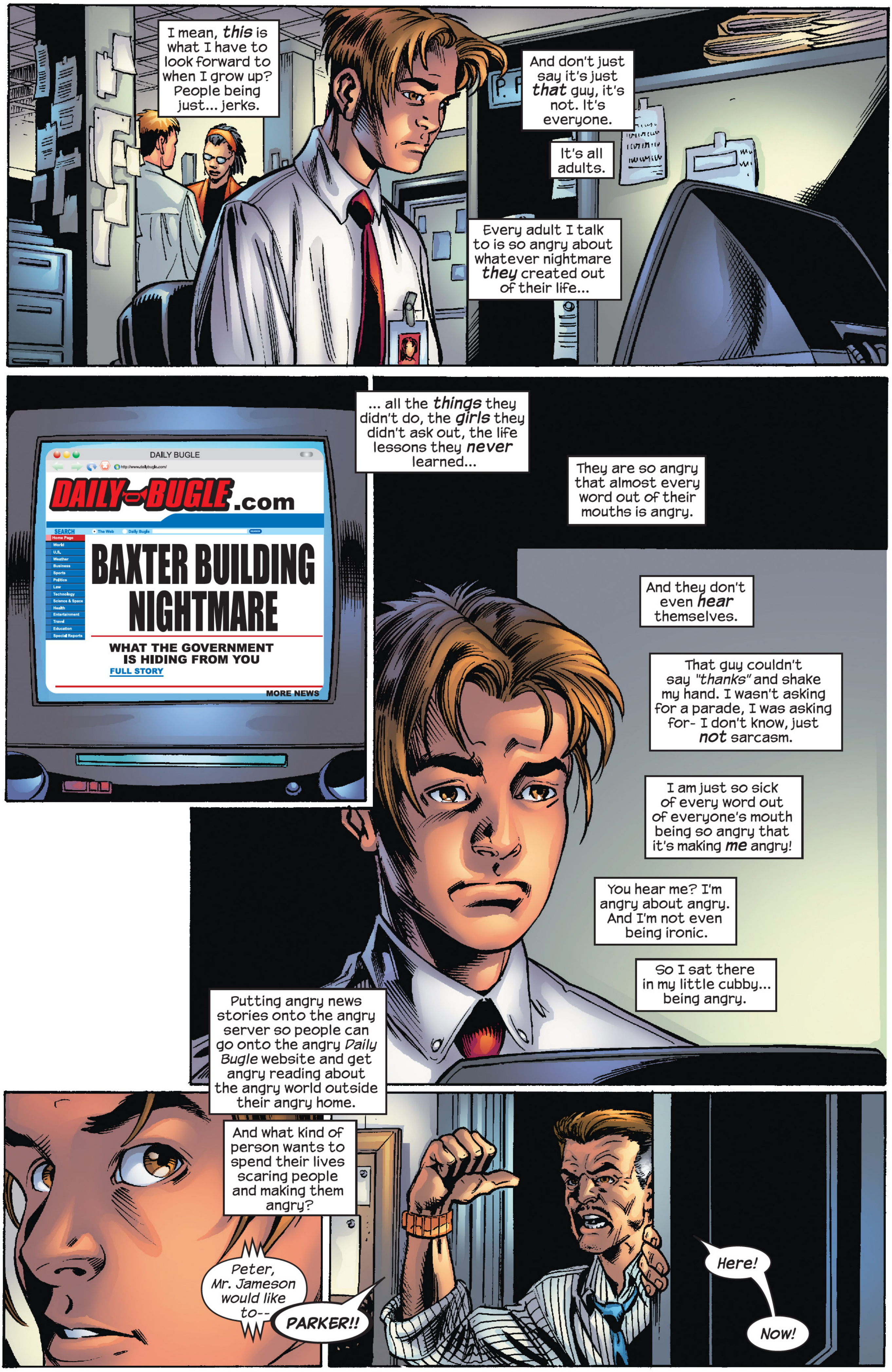
It really is amazing.

So, yeah, I figured I might as well help them out.

So, bonk.

Clocked the half-robot, half-zombie on the back of his half-robot, half-zombie head.


Fury, this is Widow. Luther Manning is down.
We need a sweep crew and we need a Beta Team.
We also need a Level 5 Transport with a- oh, here it comes.
You got him?
He's got.
But he messed up my systems with that pulse charge.
I got your back.
Thanks, kid. Good to see you.
So, what was goin' on? What's wrong with this guy?
Sorry, kid, national security.
Oh, come on, you serious?
Adult swim.
But I totally saved the day.
Dude, you clocked him from behind.
Not exactly the bravest thing.
Yeah, and saved **you.**
But you **are** sticking with that costume design, so clearly you do know **how** to be brave.
See ya at prom.
Be nice, Clint. Just a kid.
Hate kids.
You have kids?
I know.
So, if I was in a bad mood **before,** I was just all kinds of ticked-off now.


I mean, *this* is what I have to look forward to when I grow up? People being just... jerks.
And don't just say it's just *that* guy, it's not. It's everyone.
It's all adults.
Every adult I talk to is so angry about whatever nightmare *they* created out of their life...
DAILY BUGLE
DAILY BUGLE.com
SEARCH
BAXTER BUILDING NIGHTMARE
WHAT THE GOVERNMENT IS HIDING FROM YOU
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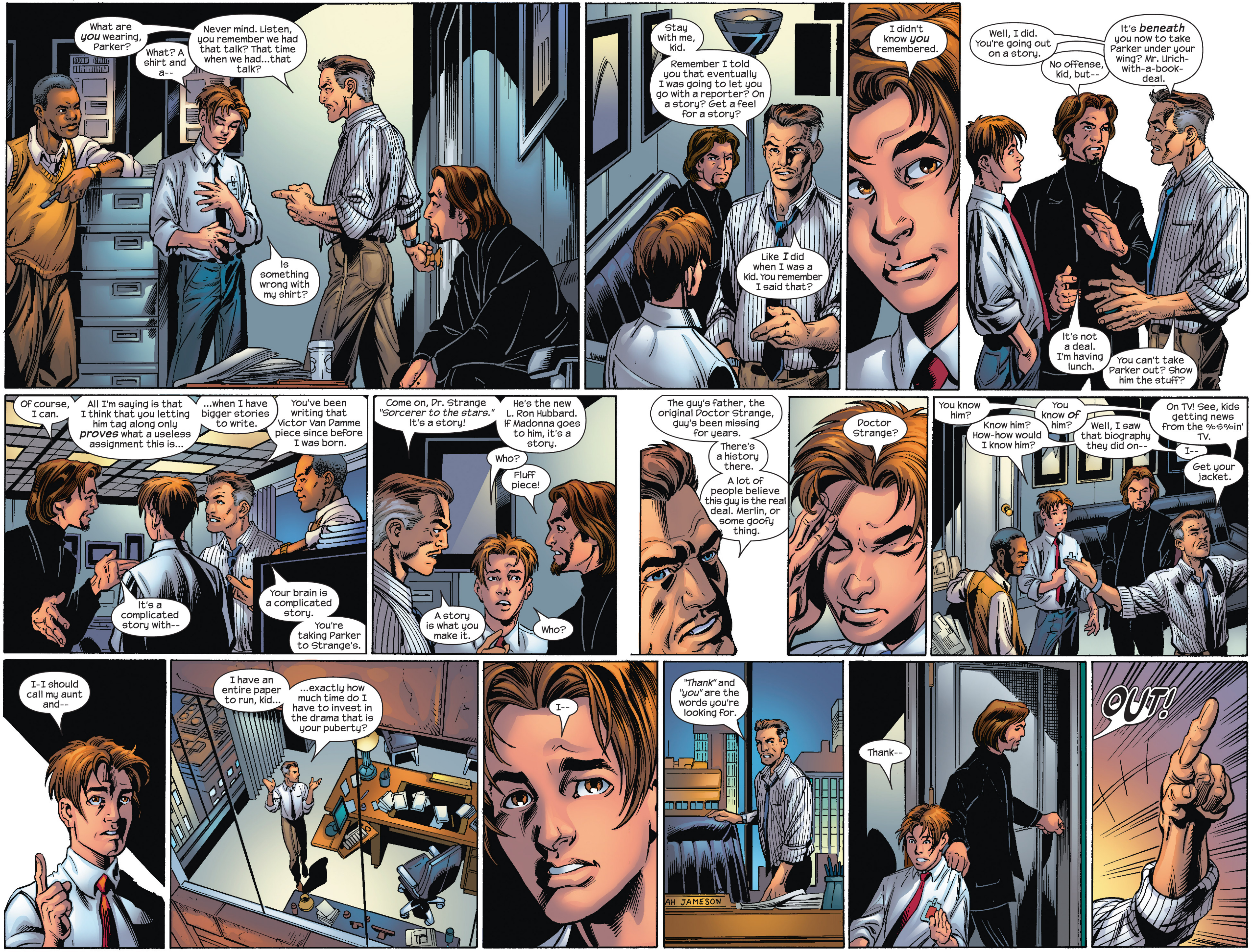
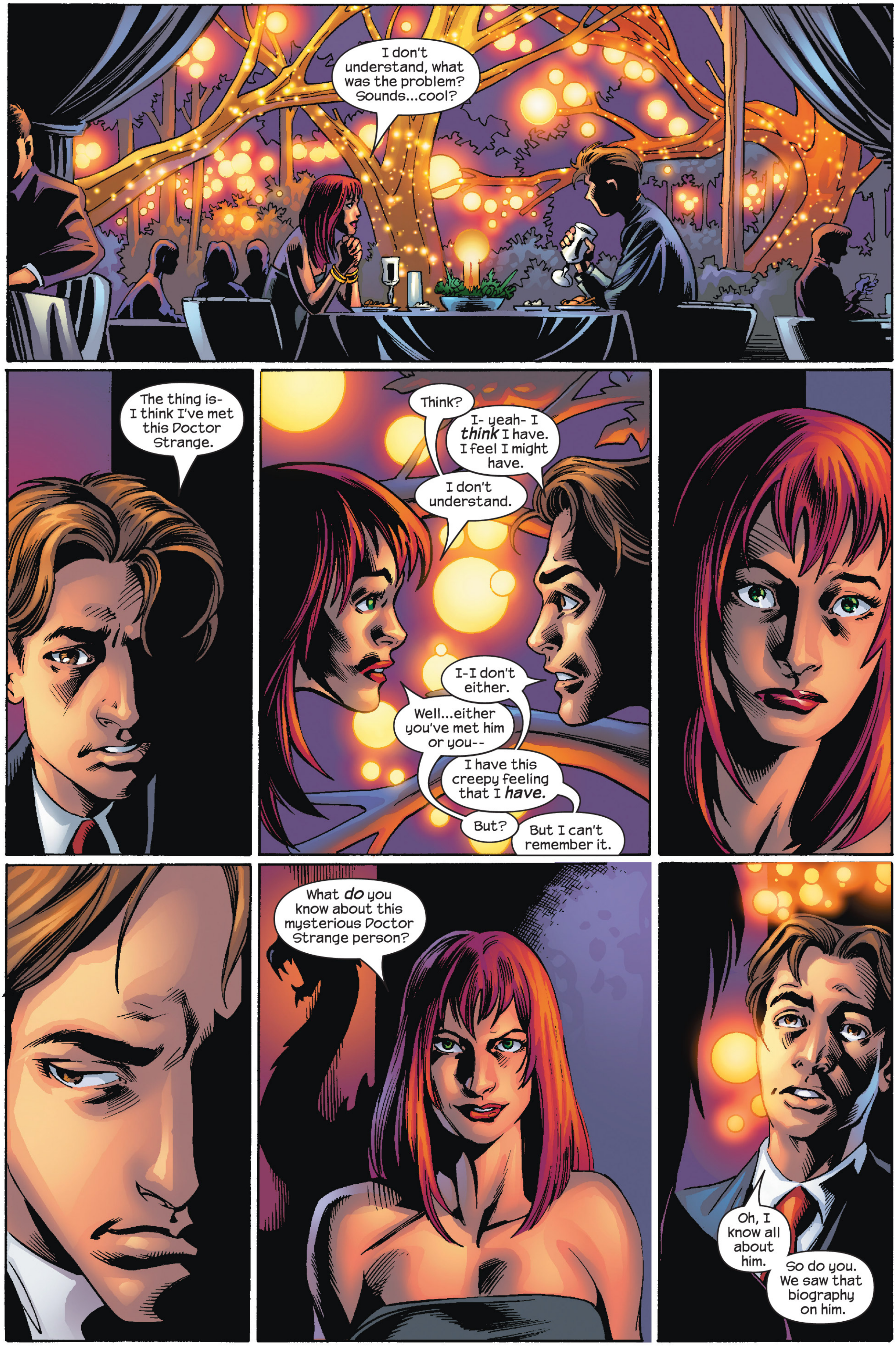
MORE NEWS
... all the *things* they didn't do, the *girls* they didn't ask out, the life lessons they *never* learned...
They are so angry that almost every word out of their mouths is angry.
And they don't even *hear* themselves.
That guy couldn't say *"thanks"* and shake my hand. I wasn't asking for a parade, I was asking for- I don't know, just *not* sarcasm.
I am just so sick of every word out of everyone's mouth being so angry that it's making *me* angry!
You hear me? I'm angry about angry. And I'm not even being ironic.
So I sat there in my little cubby... being angry.
Putting angry news stories onto the angry server so people can go onto the angry *Daily Bugle* website and get angry reading about the angry world outside their angry home.
And what kind of person wants to spend their lives scaring people and making them angry?
Peter, Mr. Jameson would like to--
PARKER!!
Here!
Now!


What are *you* wearing, Parker?
What? A shirt and a--
Never mind. Listen, you remember we had that talk? That time when we had...that talk?
Is something wrong with my shirt?
Stay with me, kid.
Remember I told you that eventually I was going to let you go with a reporter? On a story? Get a feel for a story?
Like *I* did when I was a kid. You remember I said that?
I didn't know *you* remembered.
Well, I did. You're going out on a story.
It's *beneath* you now to take Parker under your wing? Mr. Urich-with-a-book-deal.
No offense, kid, but--
It's not a deal. I'm having lunch.
You can't take Parker out? Show him the stuff?
Of course, I can.
All I'm saying is that I think that you letting him tag along only *proves* what a useless assignment this is...
...when I have bigger stories to write.
You've been writing that Victor Van Damme piece since before I was born.
It's a complicated story with--
Your brain is a complicated story.
You're taking Parker to Strange's.
Come on, Dr. Strange *"Sorcerer to the stars."* It's a story!
He's the new L. Ron Hubbard. If Madonna goes to him, it's a story.
Who?
Fluff piece!
A story is what you make it.
Who?
The guy's father, the original Doctor Strange, guy's been missing for years.
There's a history there.
A lot of people believe this guy is the real deal. Merlin, or some goofy thing.
Doctor Strange?
You know him?
Know him? How-how would I know him?
You know *of* him?
Well, I saw that biography they did on--
On TV! See, kids getting news from the %$%in' TV.
I--
Get your jacket.
I-I should call my aunt and--
I have an entire paper to run, kid...
...exactly how much time do I have to invest in the drama that is your puberty?
I--
"Thank" and *"you"* are the words you're looking for.
AH JAMESON
Thank--
OUT!


I don't understand, what was the problem? Sounds...cool?
The thing is- I think I've met this Doctor Strange.
Think?
I- yeah- I *think* I have. I feel I might have.
I don't understand.
I-I don't either.
Well...either you've met him or you--
I have this creepy feeling that I *have.*
But?
But I can't remember it.
What *do* you know about this mysterious Doctor Strange person?
Oh, I know all about him.
So do you. We saw that biography on him.

My name is Patsy Walker.

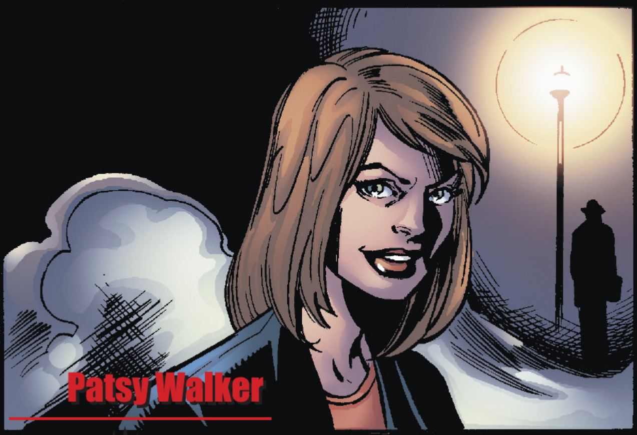
And you are watching: Doctor Strange: The **Men** Behind the Magic.

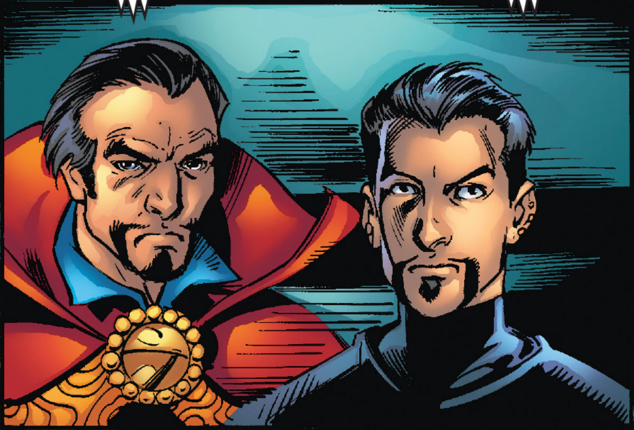
For years rumors have swirled around the mysterious lives of the two men who have called themselves Doctor Strange.

And here tonight, for the first time ever, we will unveil the hidden truths, the secrets, the scandals behind this self-proclaimed Sorcerer Supreme.

And the young man who has taken his name and title for a new generation...

Captivating the power elite with his dazzling powers over mind and matter.





The story starts many years ago when an innovative and brilliant brain surgeon named Stephen Strange...

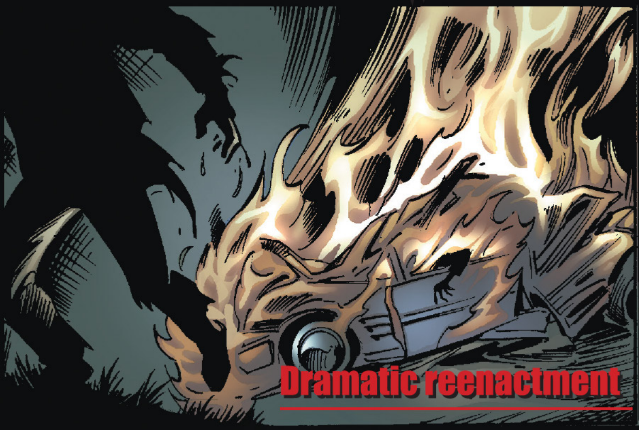
...inebriated, by his own admission, driving his pregnant wife home from a gala affair honoring him...

...accidently crashes his car...

...killing his wife and his unborn child...

...and forever damaging his priceless hands.

There's a certain delicacy of touch that a surgeon possesses and Strange no longer had it.



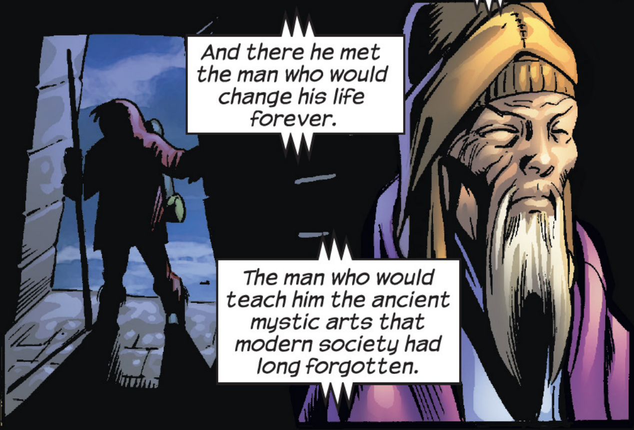
Lost, lonely, despondent, Strange traveled the world searching for miracle cures.

But nothing worked.

Eventually Strange's personal fortune dwindled and his manic quest became even more desperate.

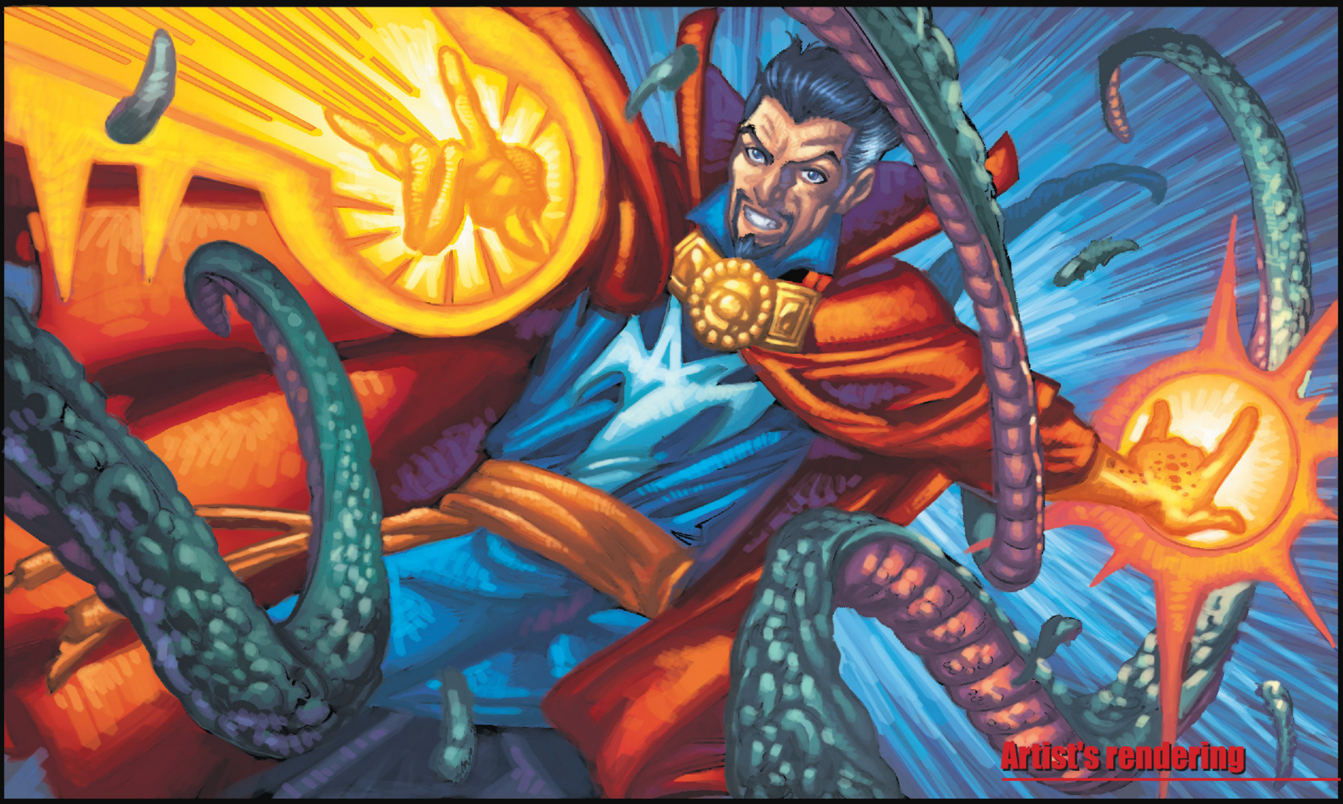
In his travels, Strange started to hear rumors, whispers, of a man in Tibet. A man who could work miracles.

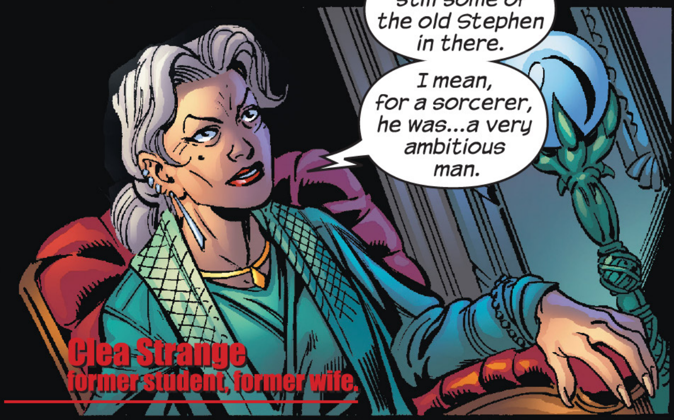
So with nothing left to lose, Strange traveled all the way through the frozen wastes of the Himalayan Mountains.

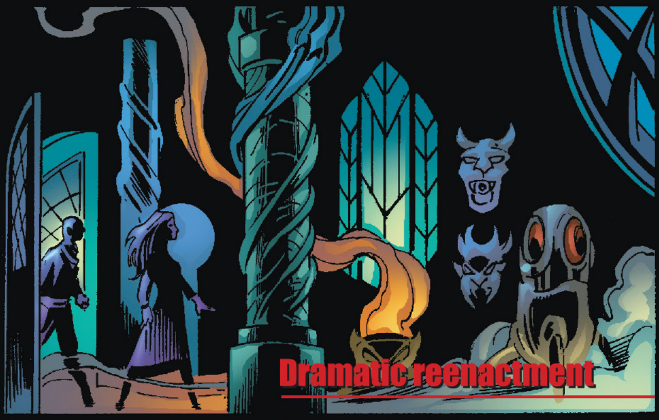


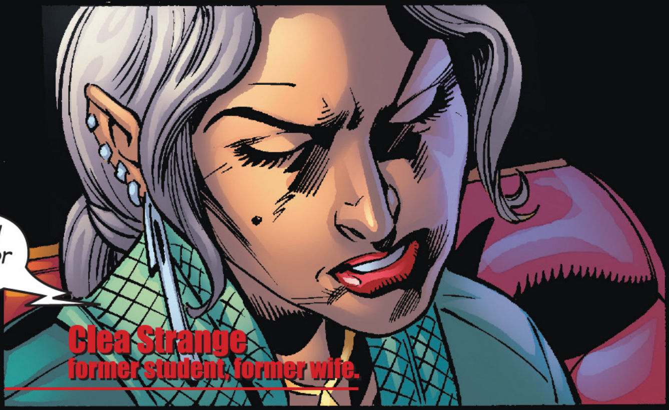
And there he met the man who would change his life forever.

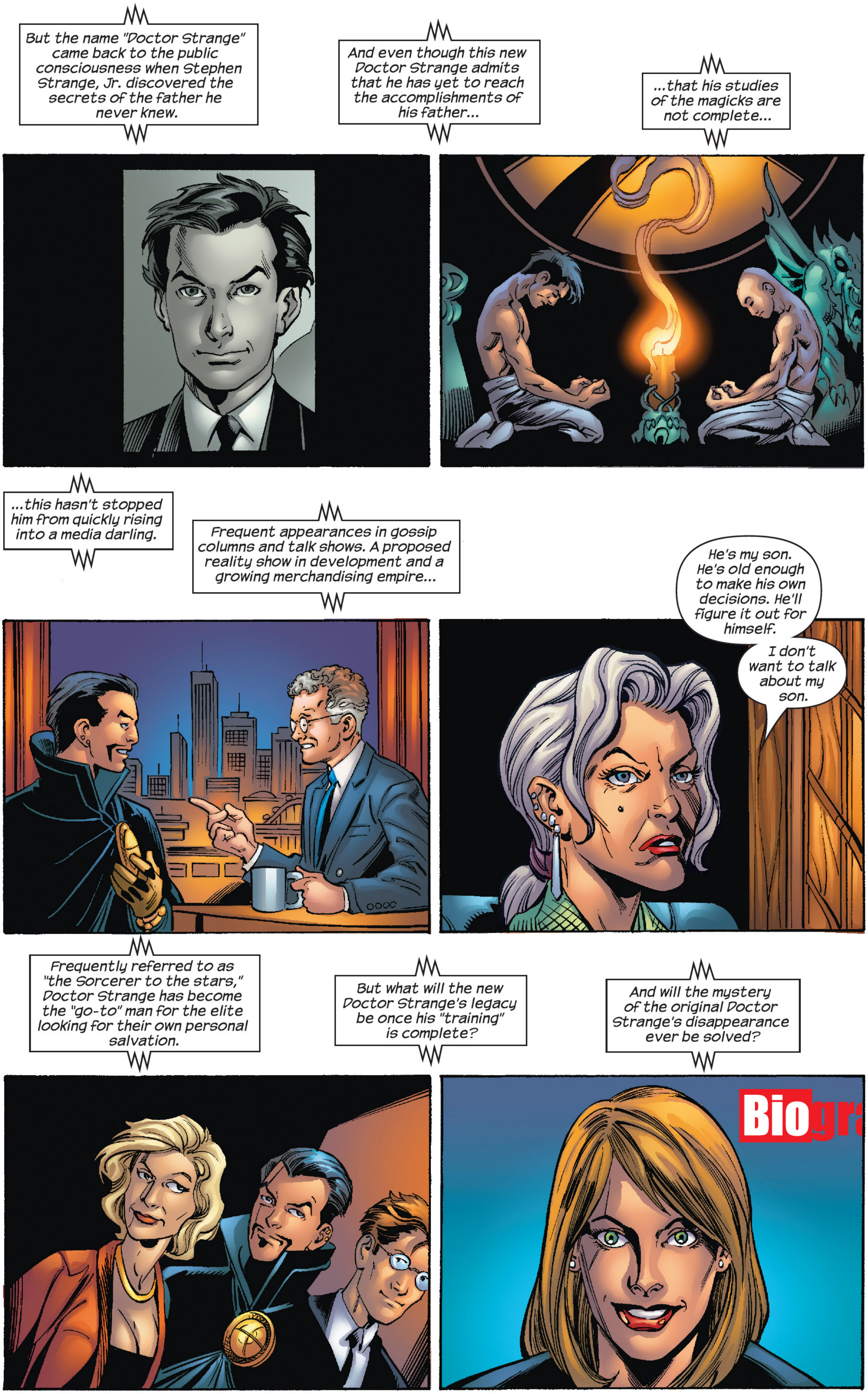
The man who would teach him the ancient mystic arts that modern society had long forgotten.

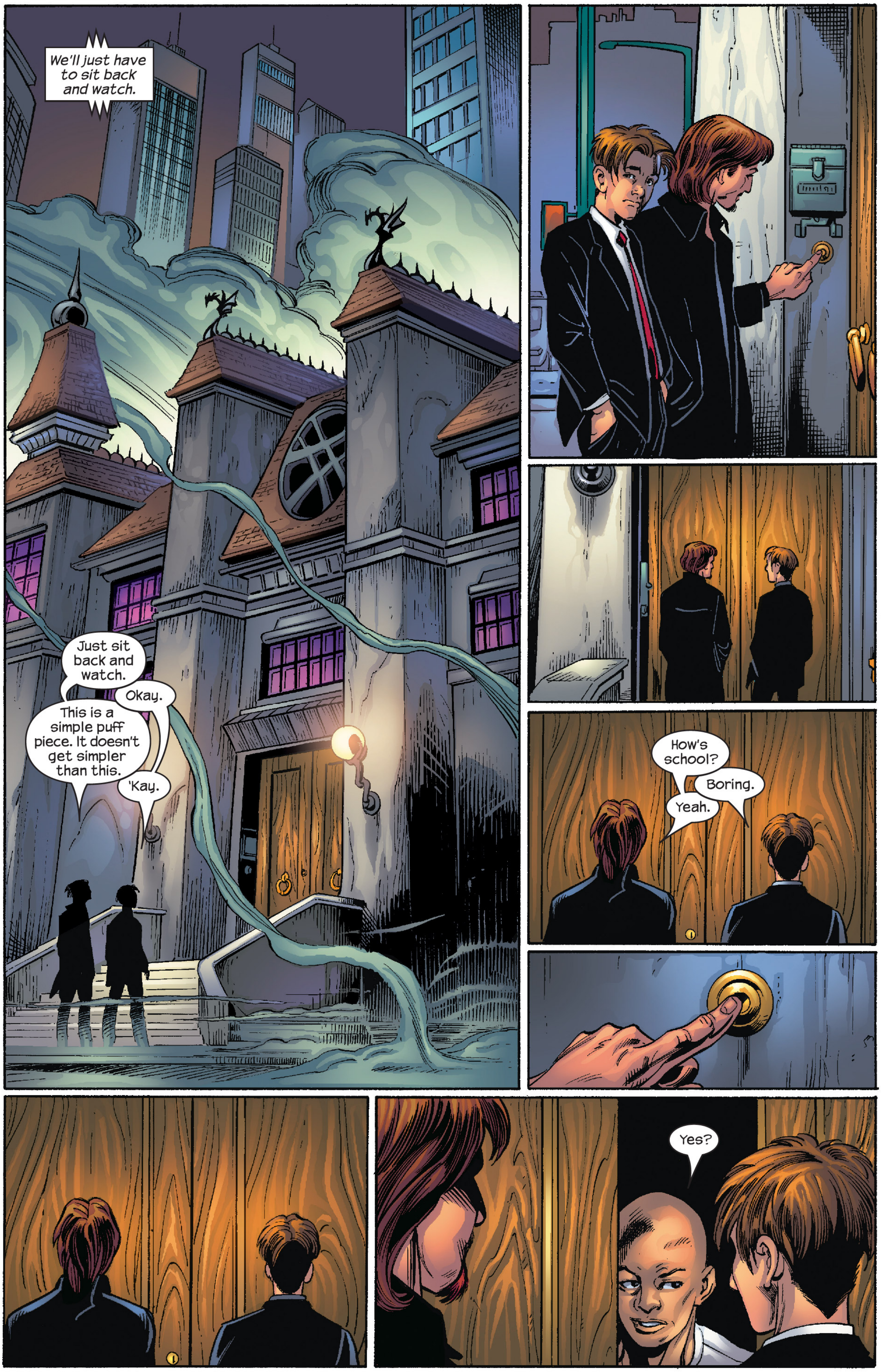

Strange never did find what he was looking for.
Instead he found so much more.
According to his own writings, he found a purpose and meaning to life that he never knew existed.
And that is the story of the original Doctor Strange.
Artist's rendering

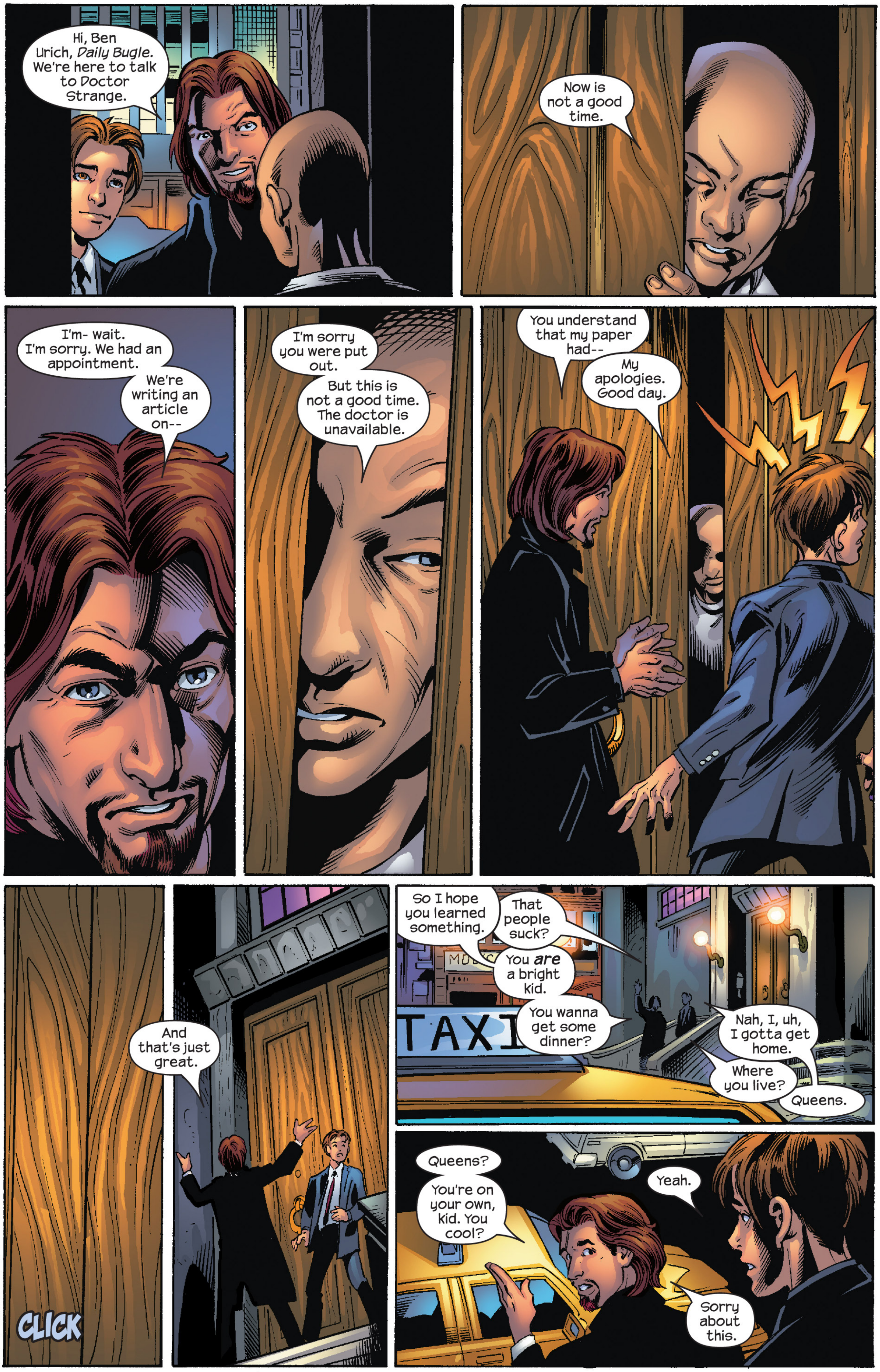

To say that Stephen turned from this incredibly arrogant man into this spiritual man is a little simplistic.
The change...wasn't exactly...
...complete.
There was still some of the old Stephen in there.
I mean, for a sorcerer, he was...a very ambitious man.
Clea Strange
former student, former wife.

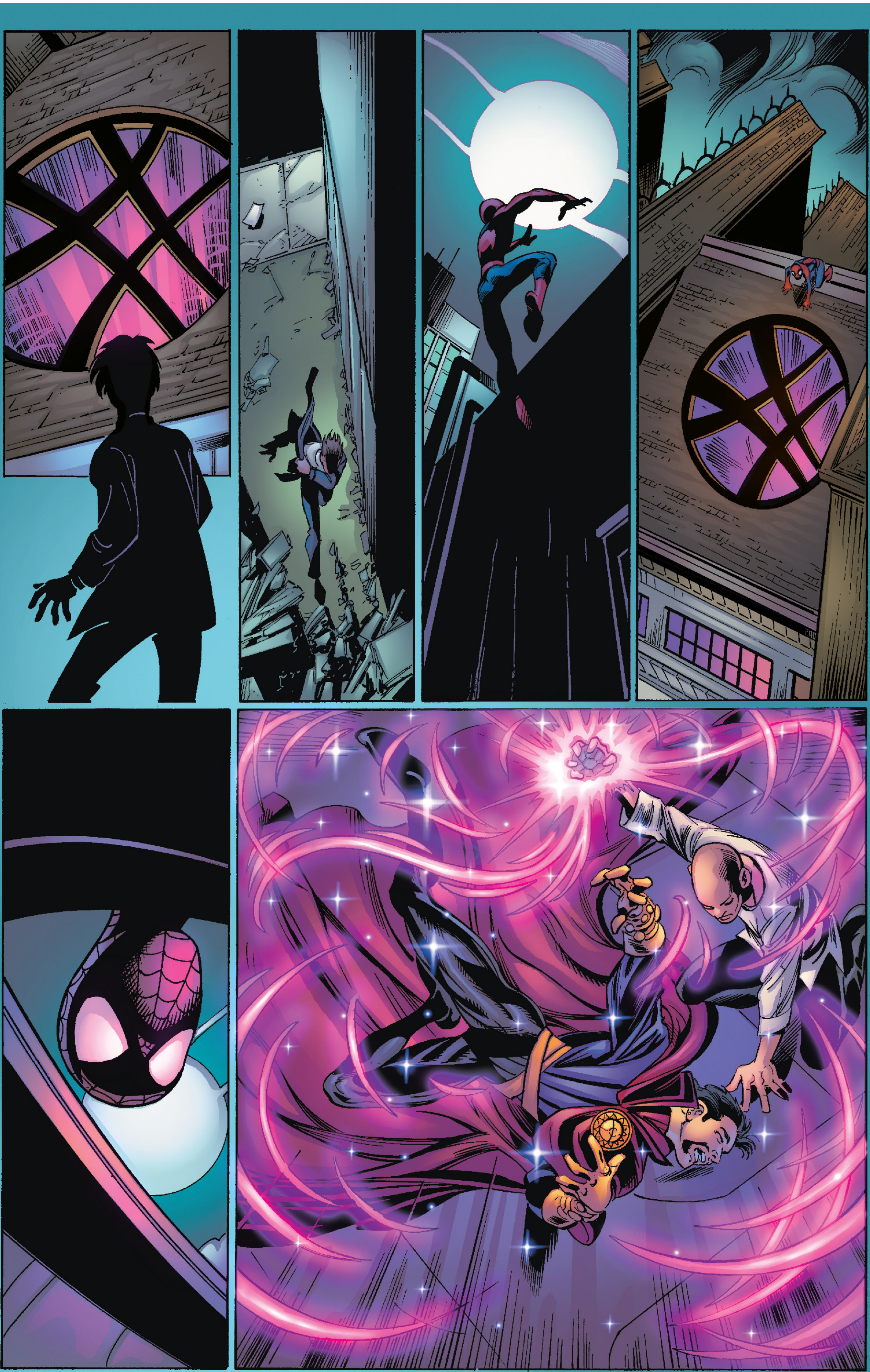

But it's the theories behind Strange's disappearance that are still being talked about today.
Some believe he trapped himself in another dimension... while others believe he was a hoax who ended his own story before someone did it for him.
Dramatic reenactment

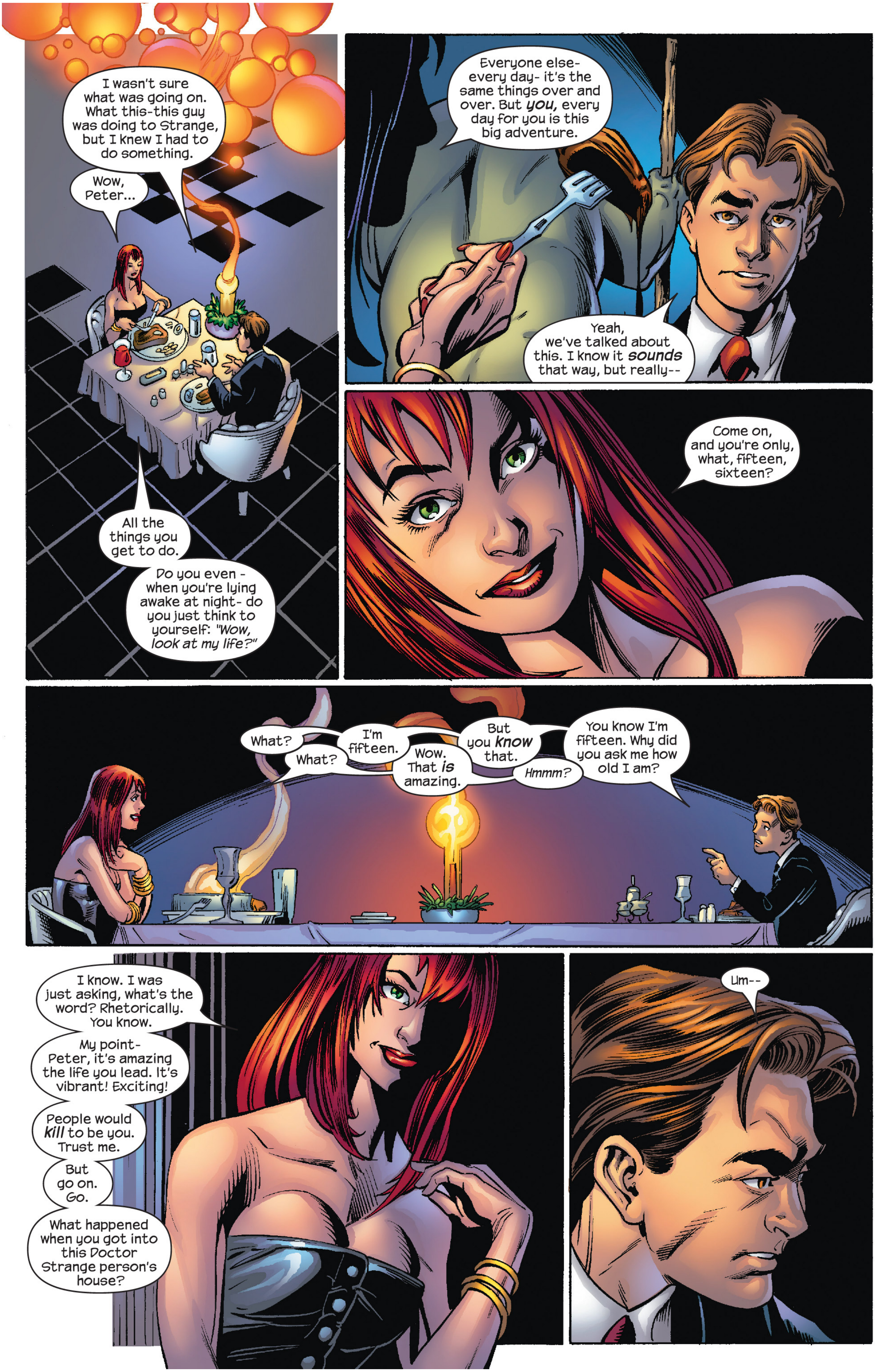

All I can tell you is what I told the police twenty years ago.
One minute he was there, the next he wasn't.
I know many don't believe me, but I gain nothing by telling you this.
I looked for him for years.
Clea Strange
former student, former wife.

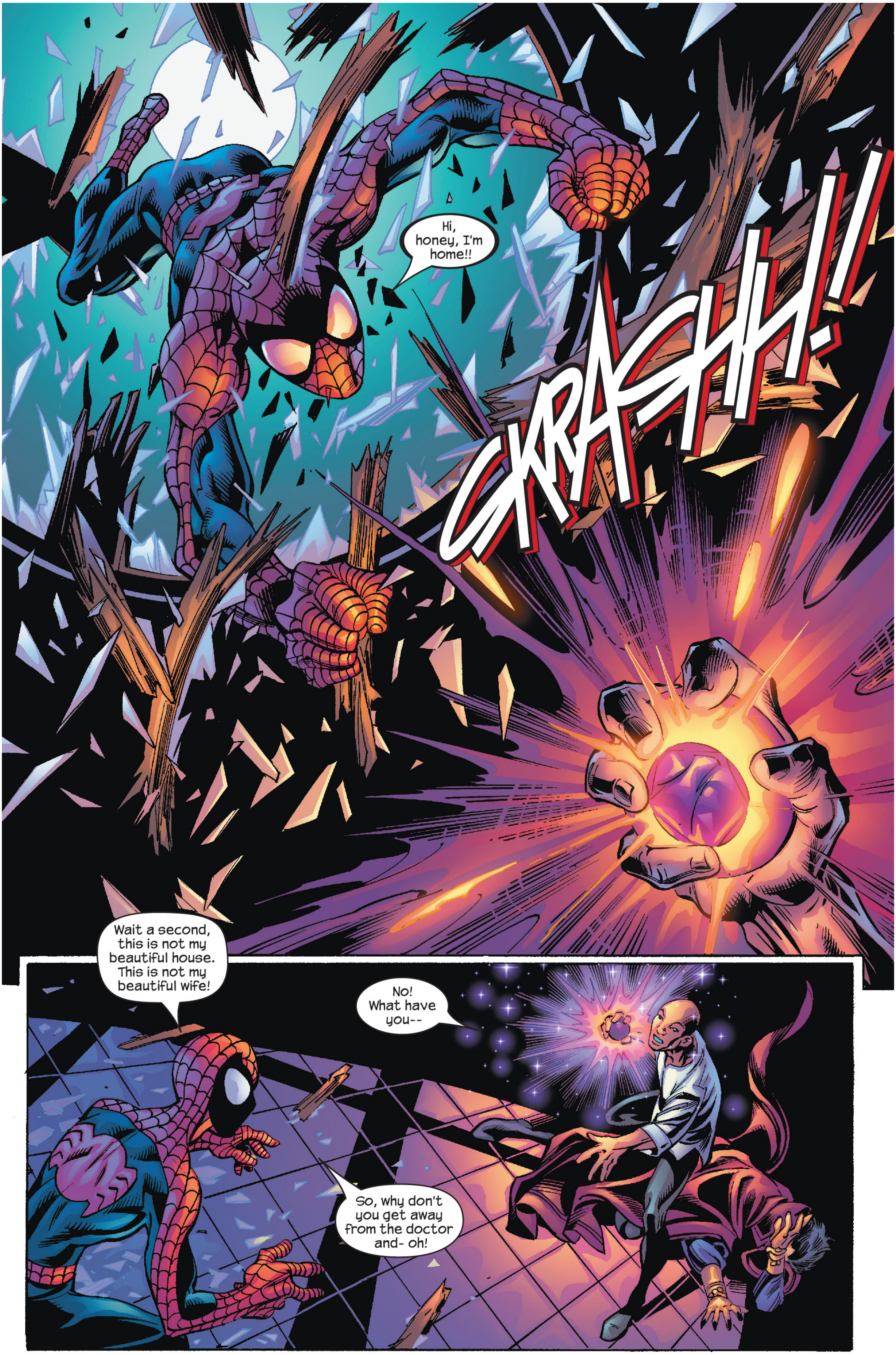

But the name "Doctor Strange" came back to the public consciousness when Stephen Strange, Jr. discovered the secrets of the father he never knew.
And even though this new Doctor Strange admits that he has yet to reach the accomplishments of his father...
...that his studies of the magicks are not complete...
...this hasn't stopped him from quickly rising into a media darling.
Frequent appearances in gossip columns and talk shows. A proposed reality show in development and a growing merchandising empire...
He's my son. He's old enough to make his own decisions. He'll figure it out for himself.
I don't want to talk about my son.
Frequently referred to as "the Sorcerer to the stars," Doctor Strange has become the "go-to" man for the elite looking for their own personal salvation.
But what will the new Doctor Strange's legacy be once his "training" is complete?
And will the mystery of the original Doctor Strange's disappearance ever be solved?
Biogra

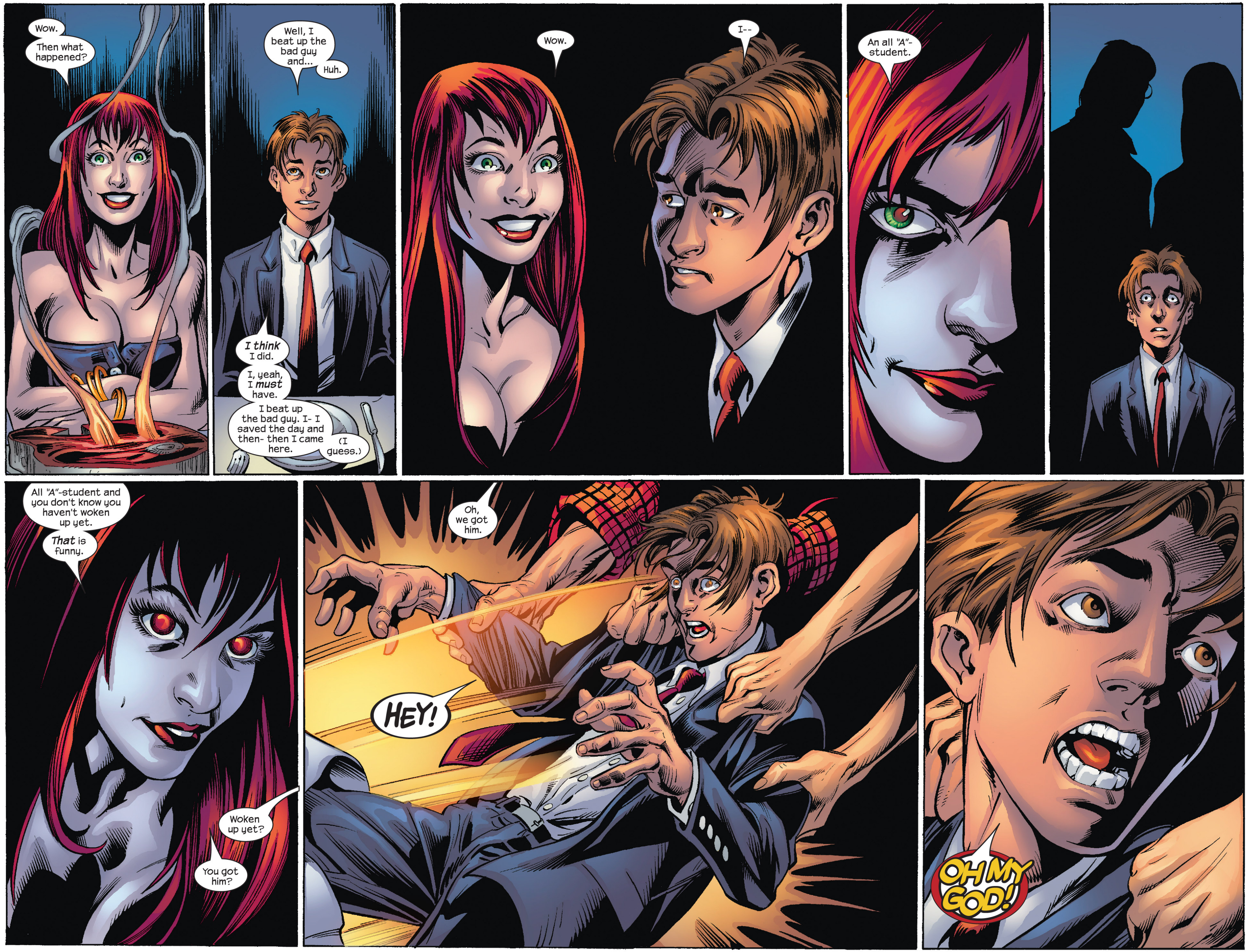

We'll just have to sit back and watch.
Just sit back and watch.
Okay.
This is a simple puff piece. It doesn't get simpler than this.
'Kay.
How's school?
Boring.
Yeah.
Yes?

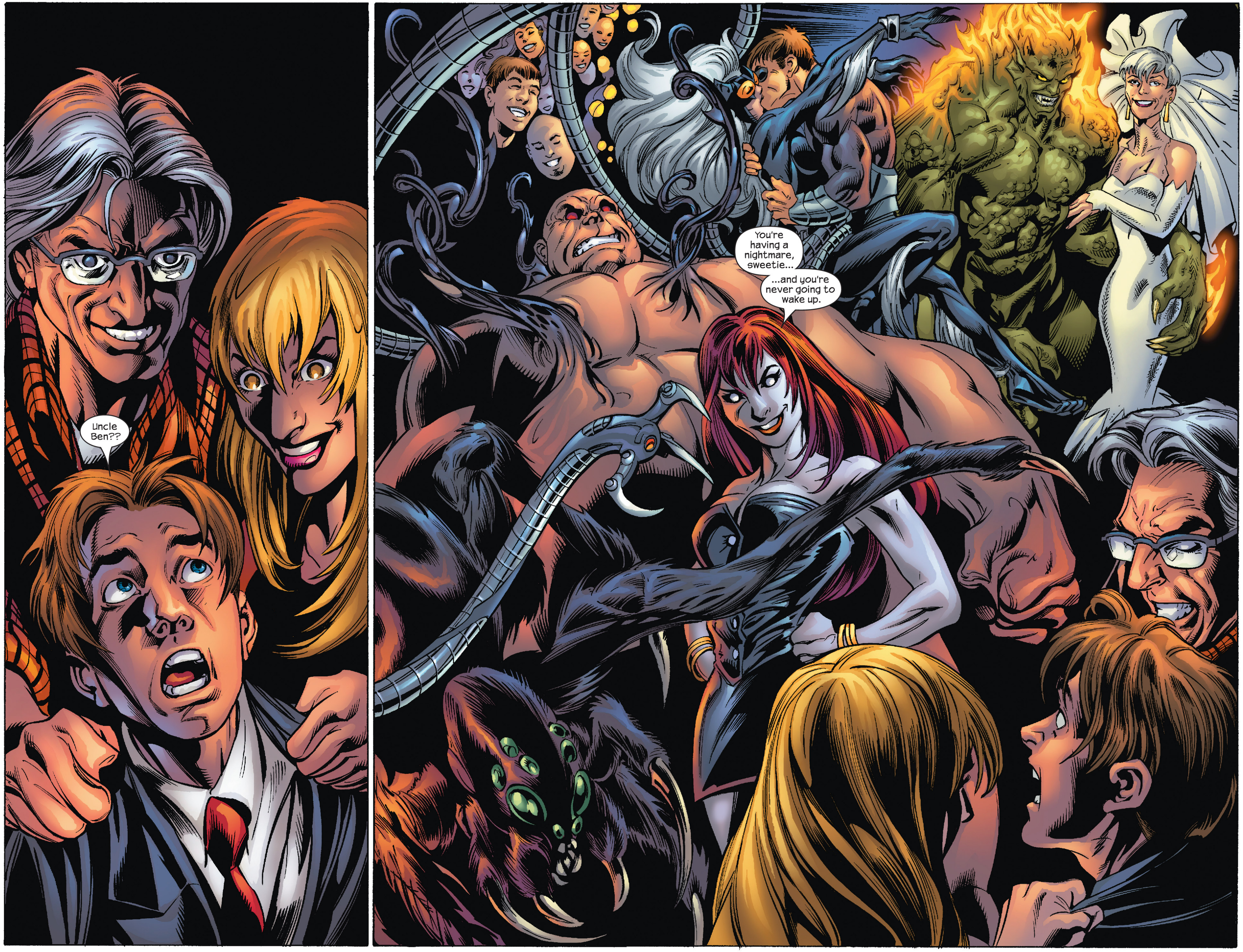

Hi, Ben Urich, *Daily Bugle.* We're here to talk to Doctor Strange.
Now is not a good time.
I'm- wait. I'm sorry. We had an appointment.
We're writing an article on--
I'm sorry you were put out.
But this is not a good time. The doctor is unavailable.
You understand that my paper had--
My apologies. Good day.
CLICK
And that's just great.
So I hope you learned something.
That people suck?
You ***are*** a bright kid.
You wanna get some dinner?
Nah, I, uh, I gotta get home.
Where you live?
Queens.
TAXI
Queens?
You're on your own, kid. You cool?
Yeah.
Sorry about this.



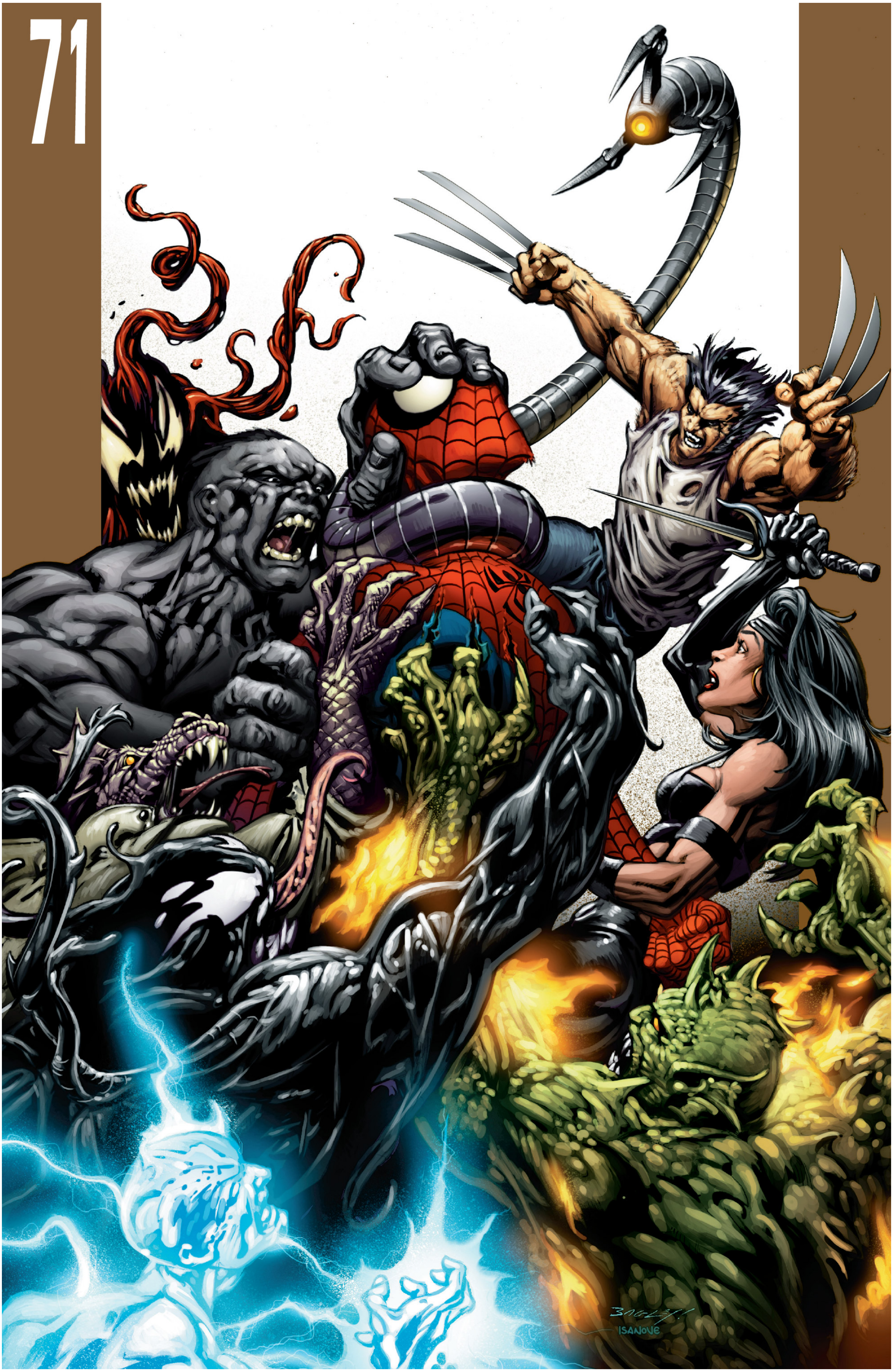

I wasn't sure what was going on. What this-this guy was doing to Strange, but I knew I had to do something.
Wow, Peter...
All the things you get to do.
Do you even - when you're lying awake at night- do you just think to yourself: *"Wow, look at my life?"*
Everyone else- every day- it's the same things over and over. But ***you,*** every day for you is this big adventure.
Yeah, we've talked about this. I know it ***sounds*** that way, but really--
Come on, and you're only, what, fifteen, sixteen?
What?
What?
I'm fifteen.
Wow. That *is* amazing.
But you ***know*** that.
Hmmm?
You know I'm fifteen. Why did you ask me how old I am?
I know. I was just asking, what's the word? Rhetorically. You know.
My point- Peter, it's amazing the life you lead. It's vibrant! Exciting!
People would ***kill*** to be you. Trust me.
But go on. Go.
What happened when you got into this Doctor Strange person's house?
Um--

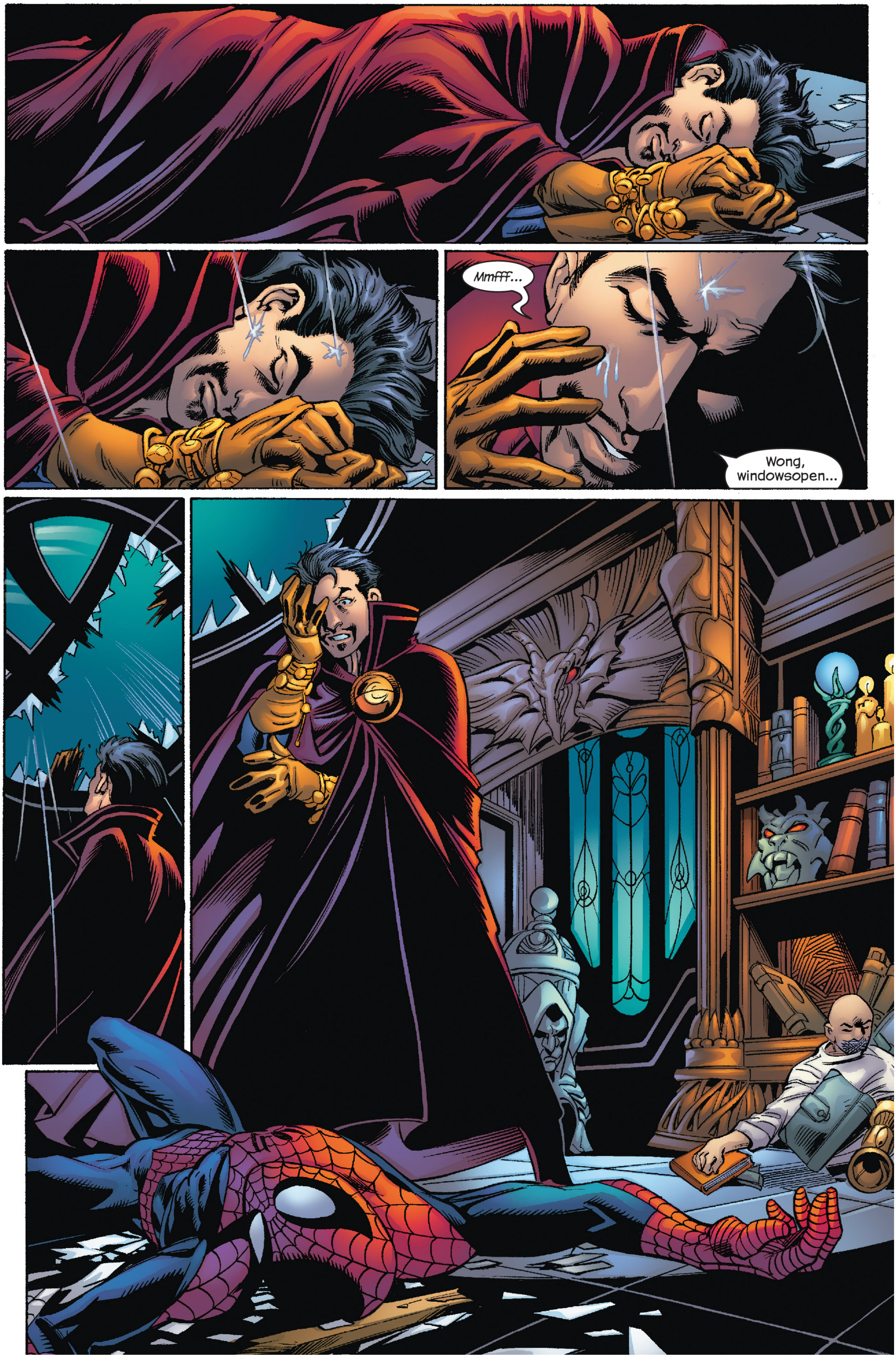

Hi, honey, I'm home!!
SKRASHH!!
Wait a second, this is not my beautiful house. This is not my beautiful wife!
No! What have you--
So, why don't you get away from the doctor and- oh!

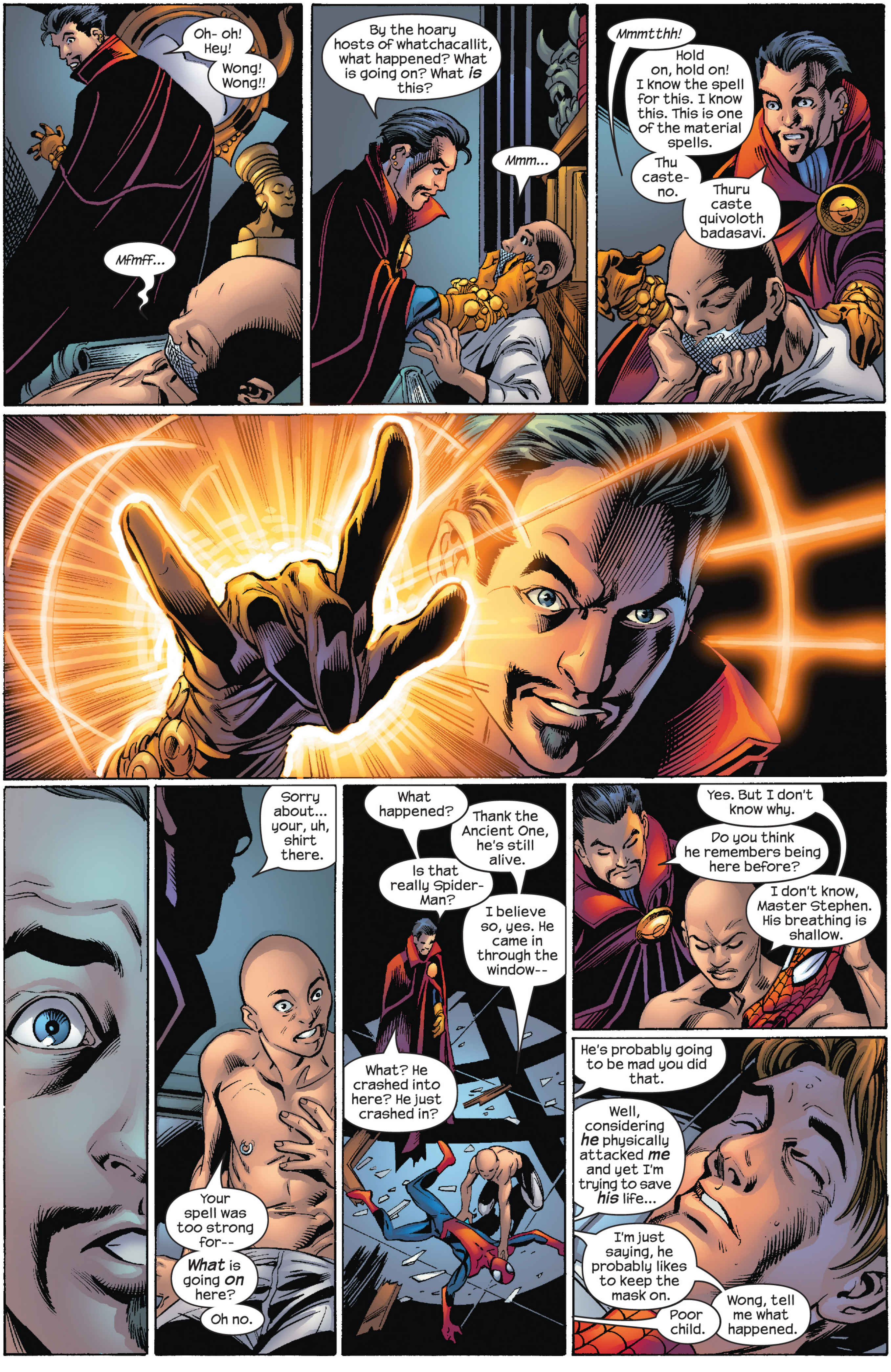

Wow.
Then what happened?
Well, I beat up the bad guy and...
Huh.
I think I did.
I, yeah, I *must* have.
I beat up the bad guy. I- I saved the day and then- then I came here.
(I guess.)
Wow.
I--
An all "A"-student.
All "A"-student and you don't know you haven't woken up yet.
That is funny.
Woken up yet?
You got him?
Oh, we got him.
HEY!
OH MY GOD!

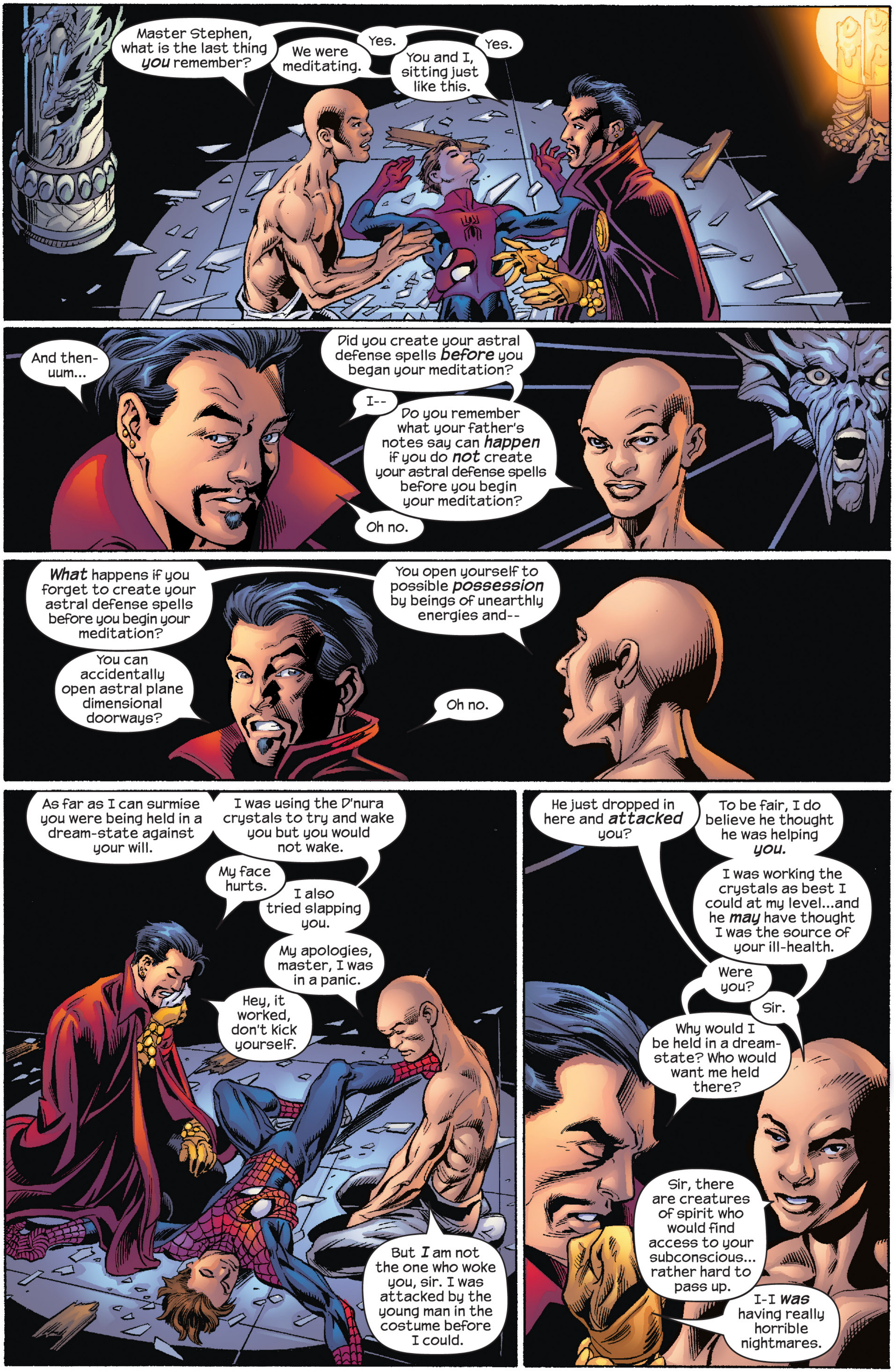

Uncle Ben??
You're having a nightmare, sweetie...
...and you're never going to wake up.

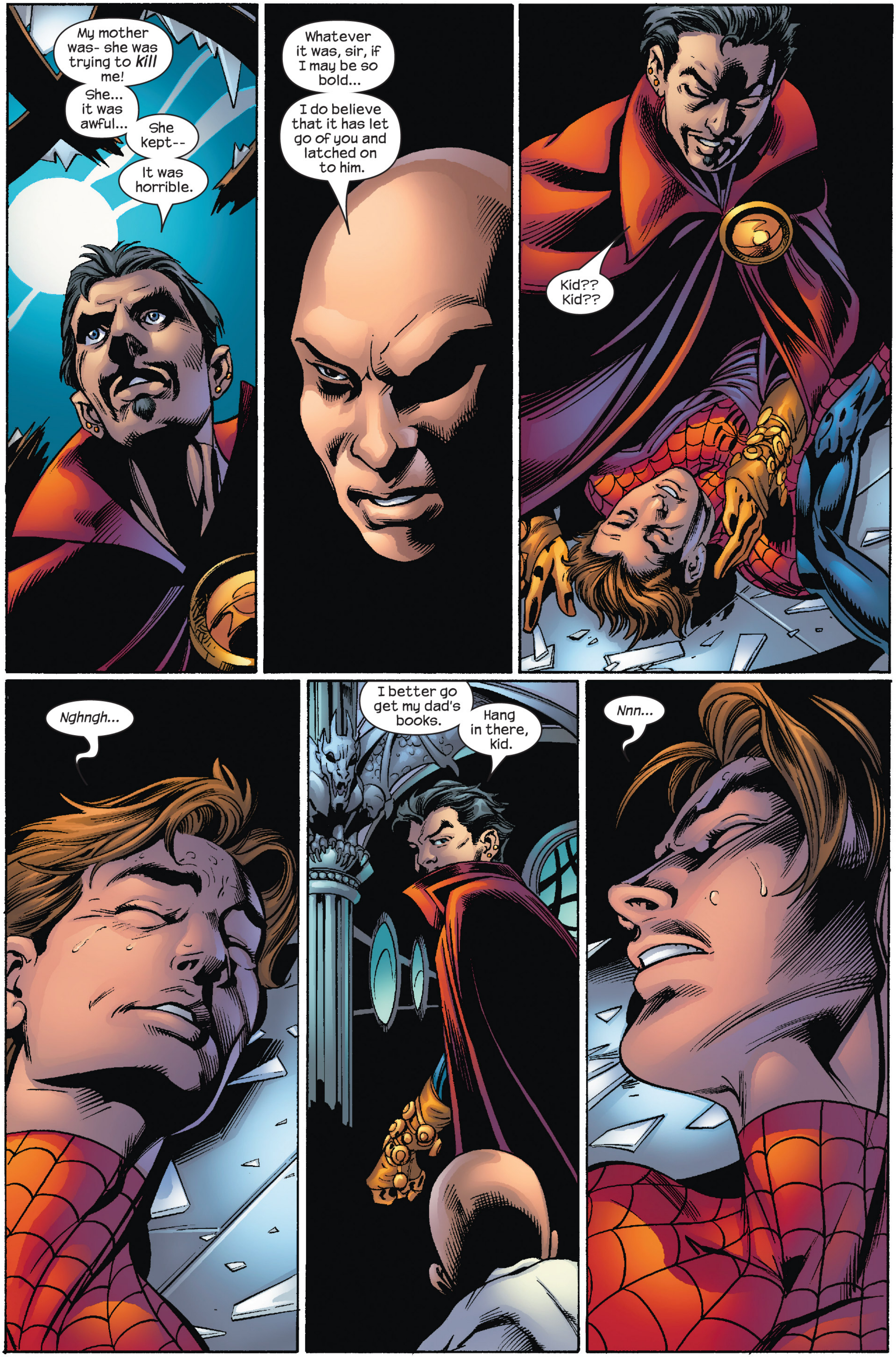
71

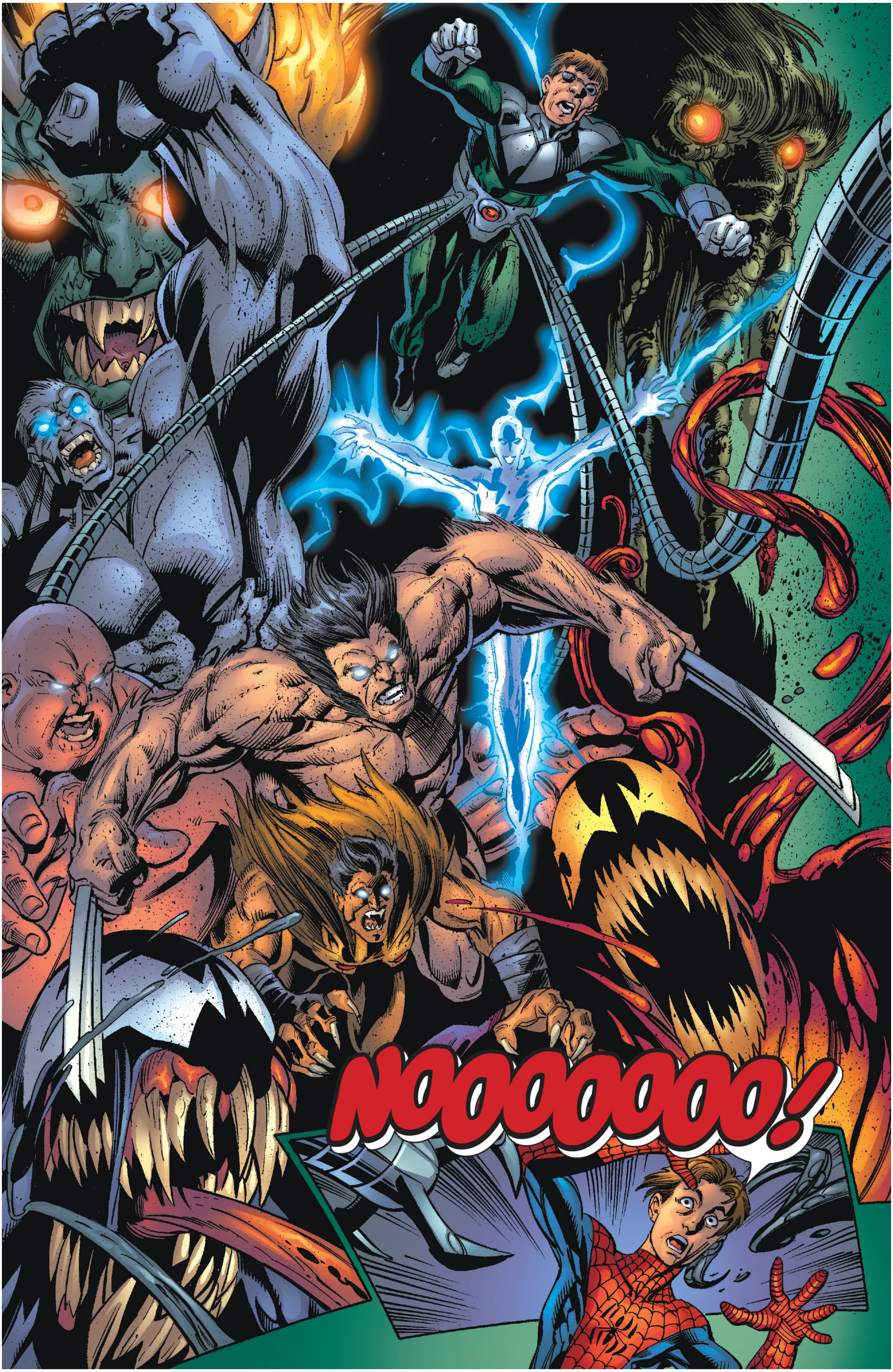

BAGLEY!
ISANOVE

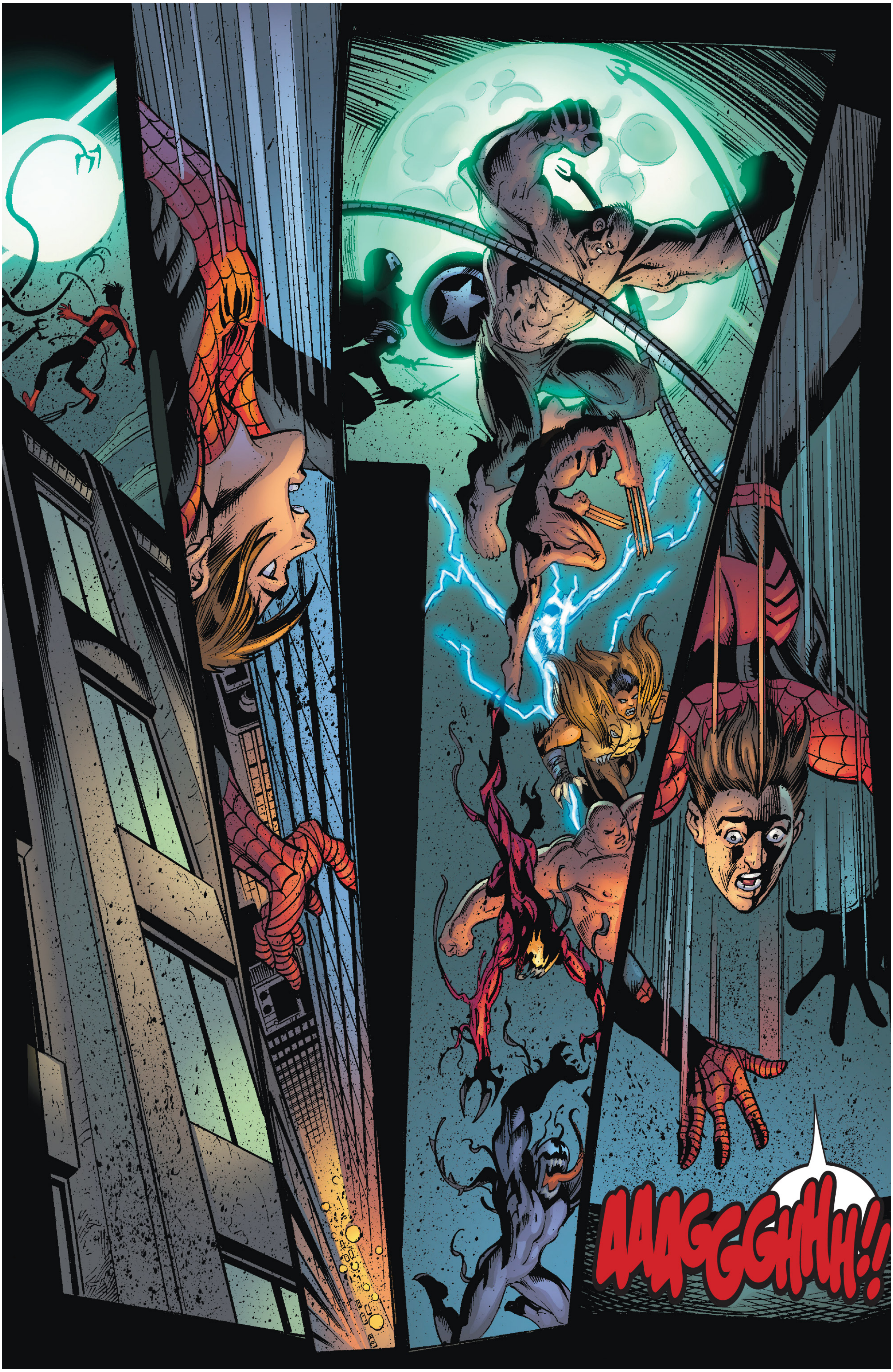

Mmfff...
Wong, windowsopen...

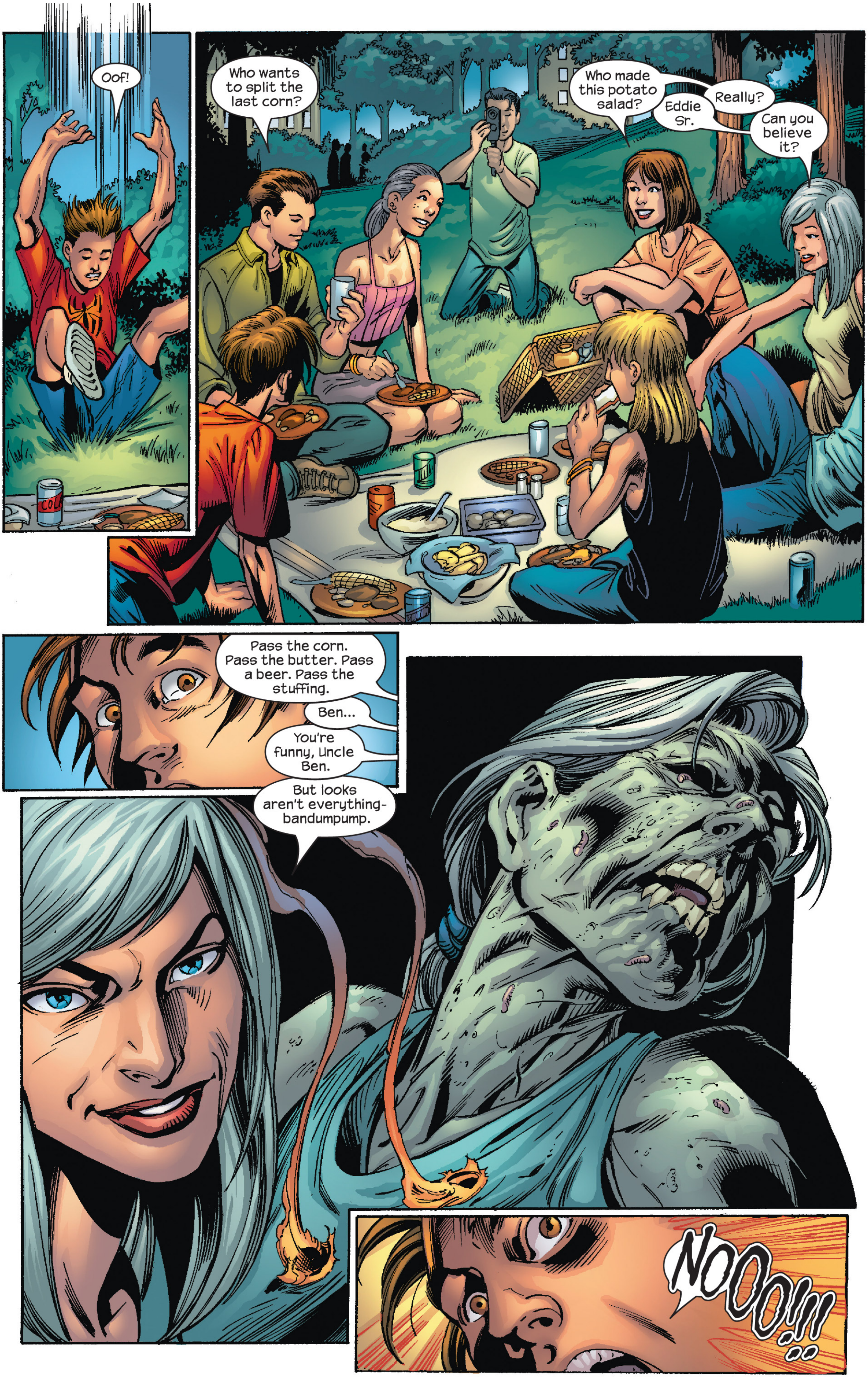

Oh- oh! Hey!
Wong! Wong!!
Mfmff...
By the hoary hosts of whatchacallit, what happened? What is going on? What *is* this?
Mmm...
Mmmtthh!
Hold on, hold on! I know the spell for this. I know this. This is one of the material spells.
Thu caste- no.
Thuru caste quivoloth badasavi.
Sorry about... your, uh, shirt there.
Your spell was too strong for--
What is going *on* here?
Oh no.
What happened?
Thank the Ancient One, he's still alive.
Is that really Spider-Man?
I believe so, yes. He came in through the window--
What? He crashed into here? He just crashed in?
Yes. But I don't know why.
Do you think he remembers being here before?
I don't know, Master Stephen. His breathing is shallow.
He's probably going to be mad you did that.
Well, considering *he* physically attacked *me* and yet I'm trying to save *his* life...
I'm just saying, he probably likes to keep the mask on.
Poor child.
Wong, tell me what happened.

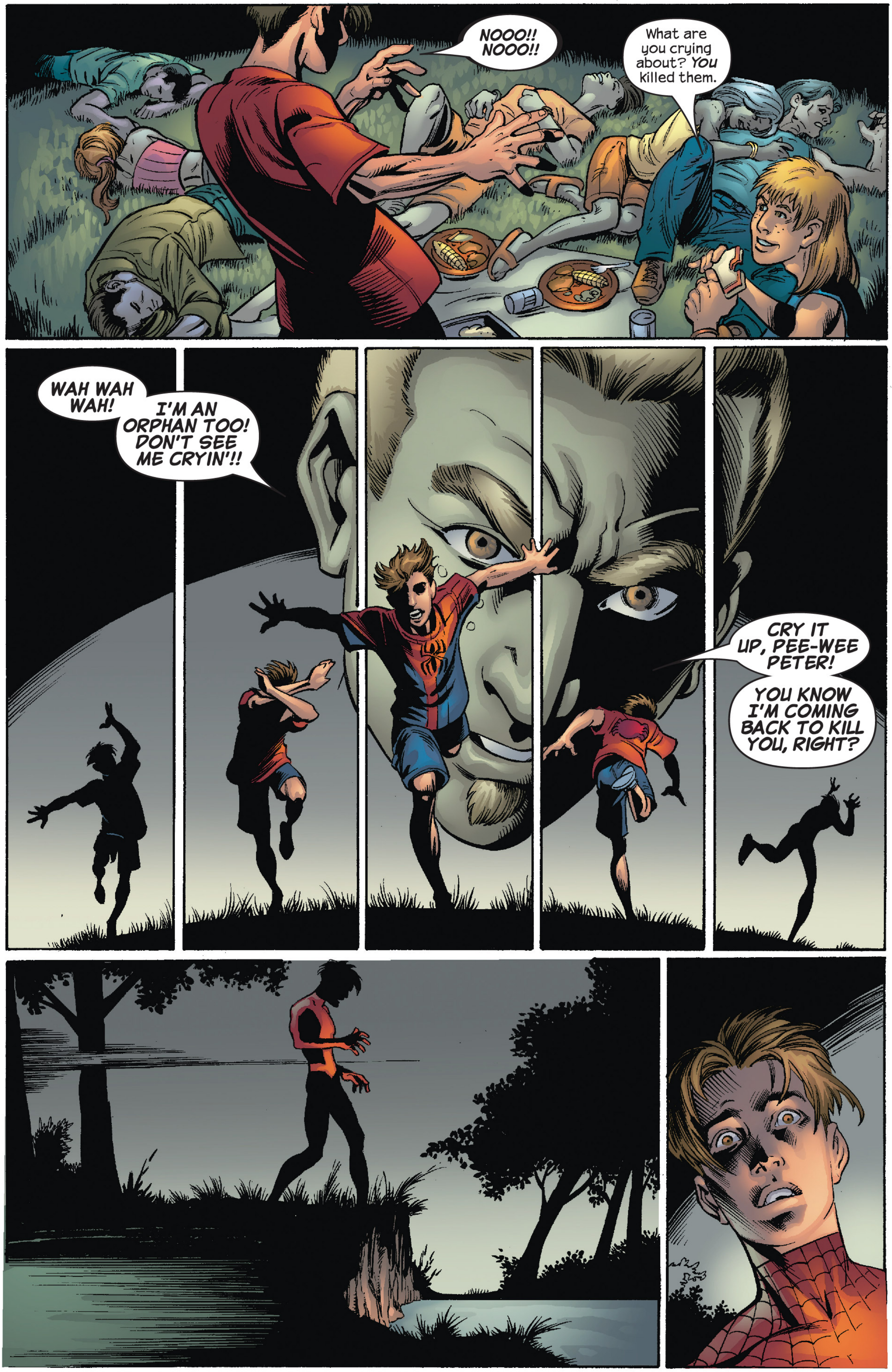

Master Stephen, what is the last thing *you* remember?
We were meditating.
Yes.
Yes.
You and I, sitting just like this.
And then- uum...
Did you create your astral defense spells *before* you began your meditation?
I--
Do you remember what your father's notes say can *happen* if you do *not* create your astral defense spells before you begin your meditation?
Oh no.
What happens if you forget to create your astral defense spells before you begin your meditation?
You can accidentally open astral plane dimensional doorways?
You open yourself to possible *possession* by beings of unearthly energies and--
Oh no.
As far as I can surmise you were being held in a dream-state against your will.
I was using the D'nura crystals to try and wake you but you would not wake.
My face hurts.
I also tried slapping you.
My apologies, master, I was in a panic.
Hey, it worked, don't kick yourself.
But *I* am not the one who woke you, sir. I was attacked by the young man in the costume before I could.
He just dropped in here and *attacked* you?
To be fair, I do believe he thought he was helping *you.*
I was working the crystals as best I could at my level...and he *may* have thought I was the source of your ill-health.
Were you?
Sir.
Why would I be held in a dream-state? Who would want me held there?
Sir, there are creatures of spirit who would find access to your subconscious... rather hard to pass up.
I-I *was* having really horrible nightmares.

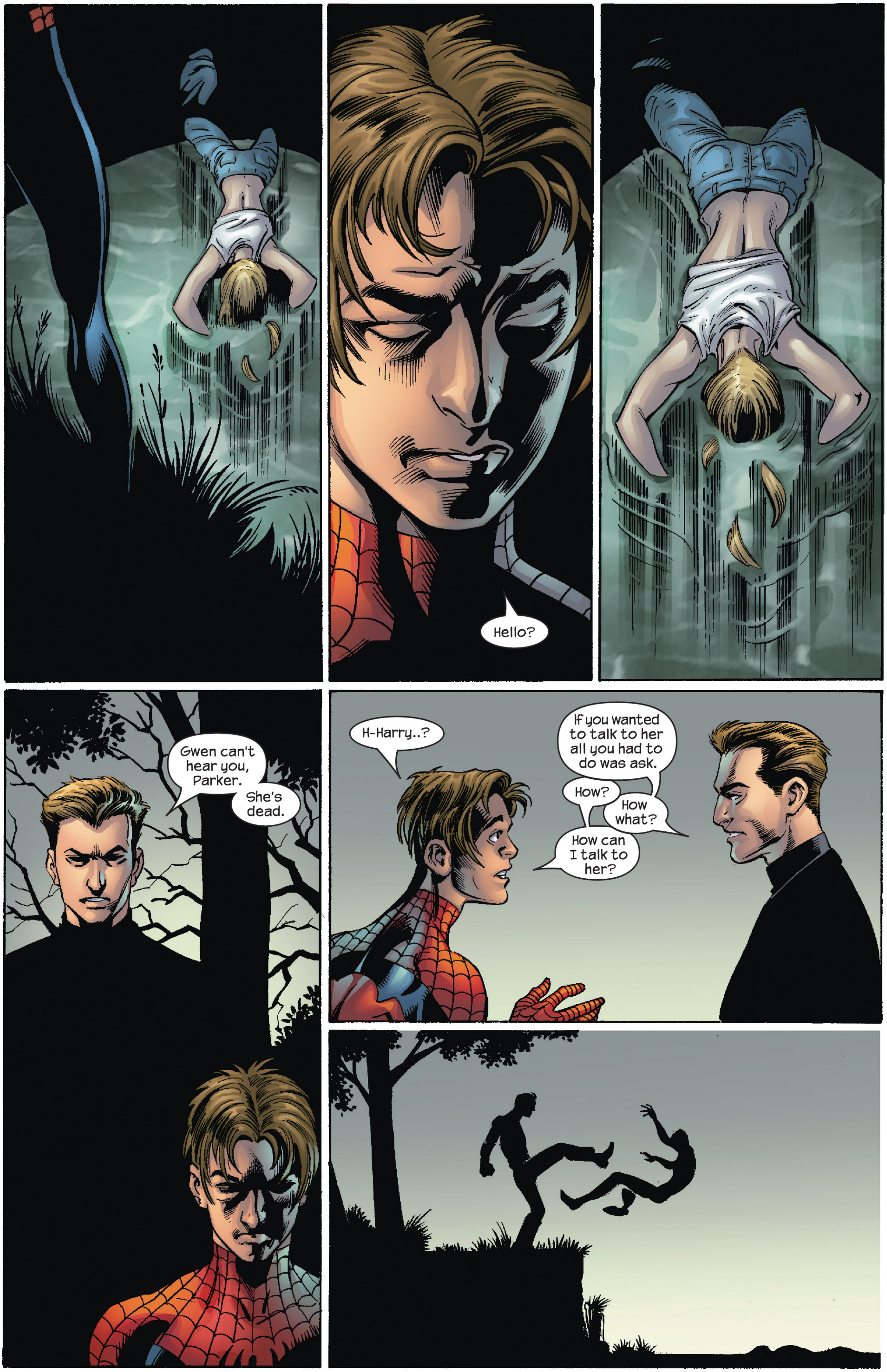

My mother was- she was trying to *kill* me!
She... it was awful...
She kept--
It was horrible.
Whatever it was, sir, if I may be so bold...
I do believe that it has let go of you and latched on to him.
Kid?? Kid??
Nghngh...
I better go get my dad's books.
Hang in there, kid.
Nnn...

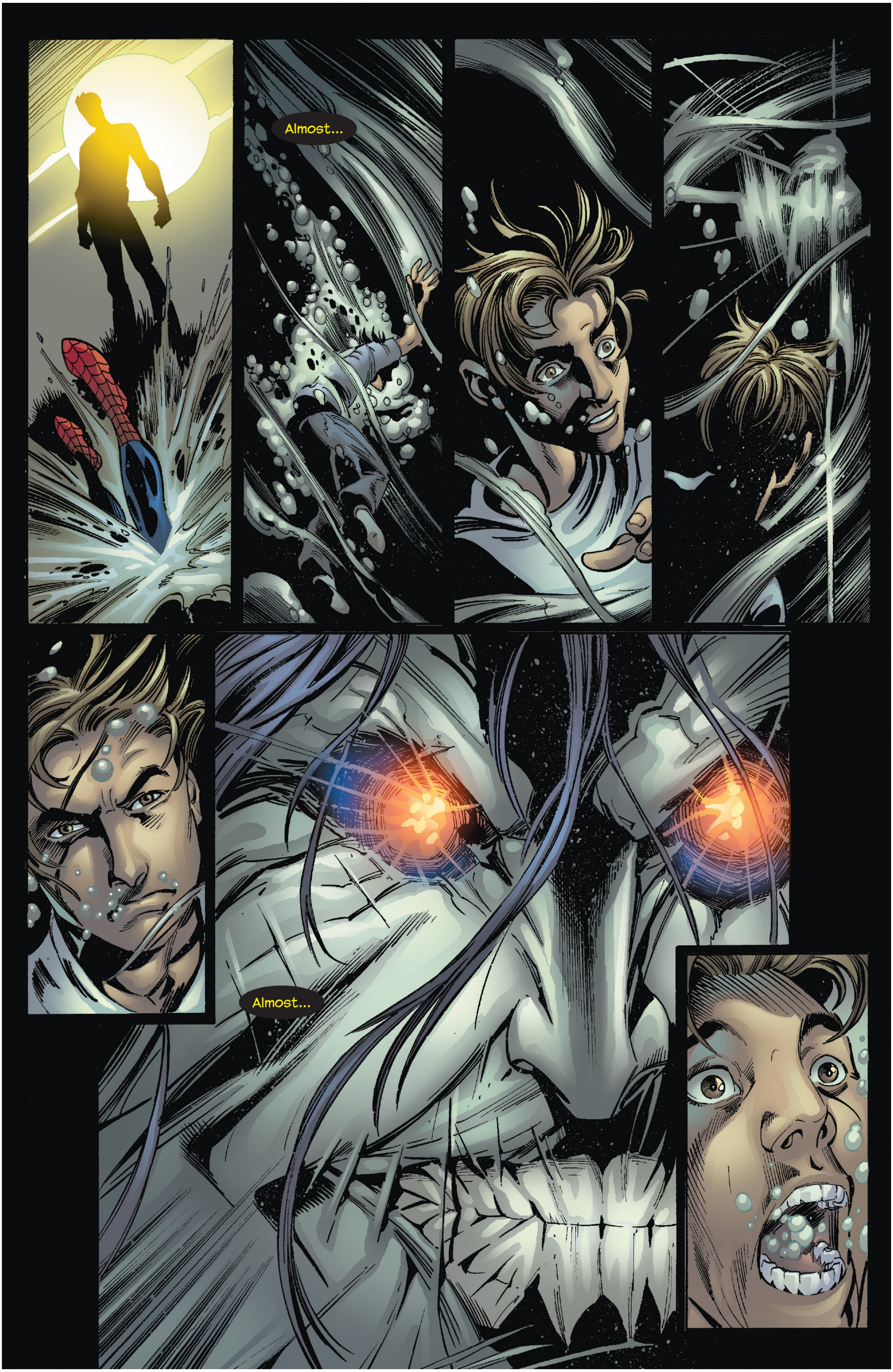

NOOOOOOO!

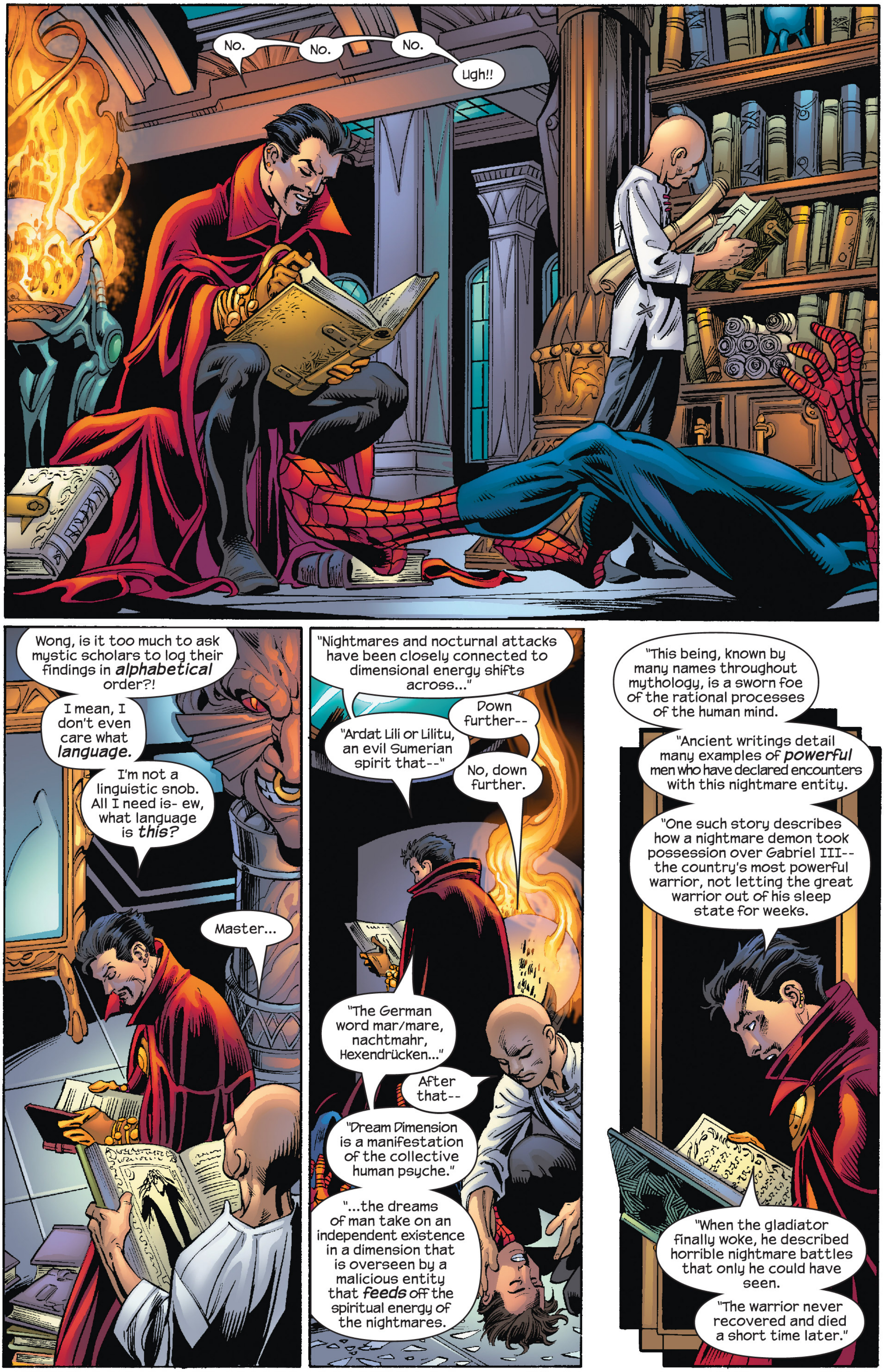

AAAGGGHHH!!

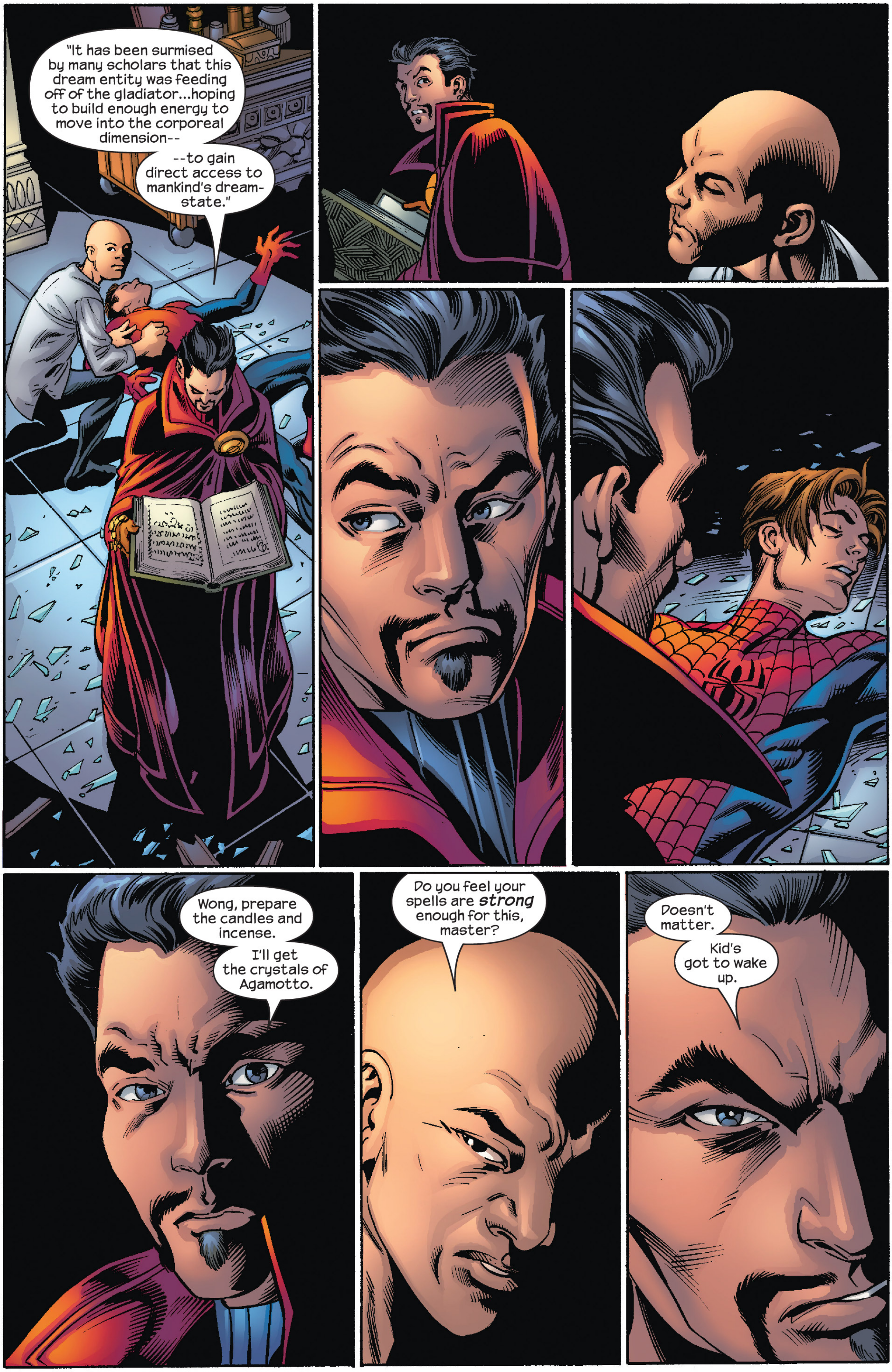

Oof!
Who wants to split the last corn?
Who made this potato salad?
Eddie Sr.
Really?
Can you believe it?
Pass the corn. Pass the butter. Pass a beer. Pass the stuffing.
Ben...
You're funny, Uncle Ben.
But looks aren't everything- bandumpump.
NOOOO!!!
COLA

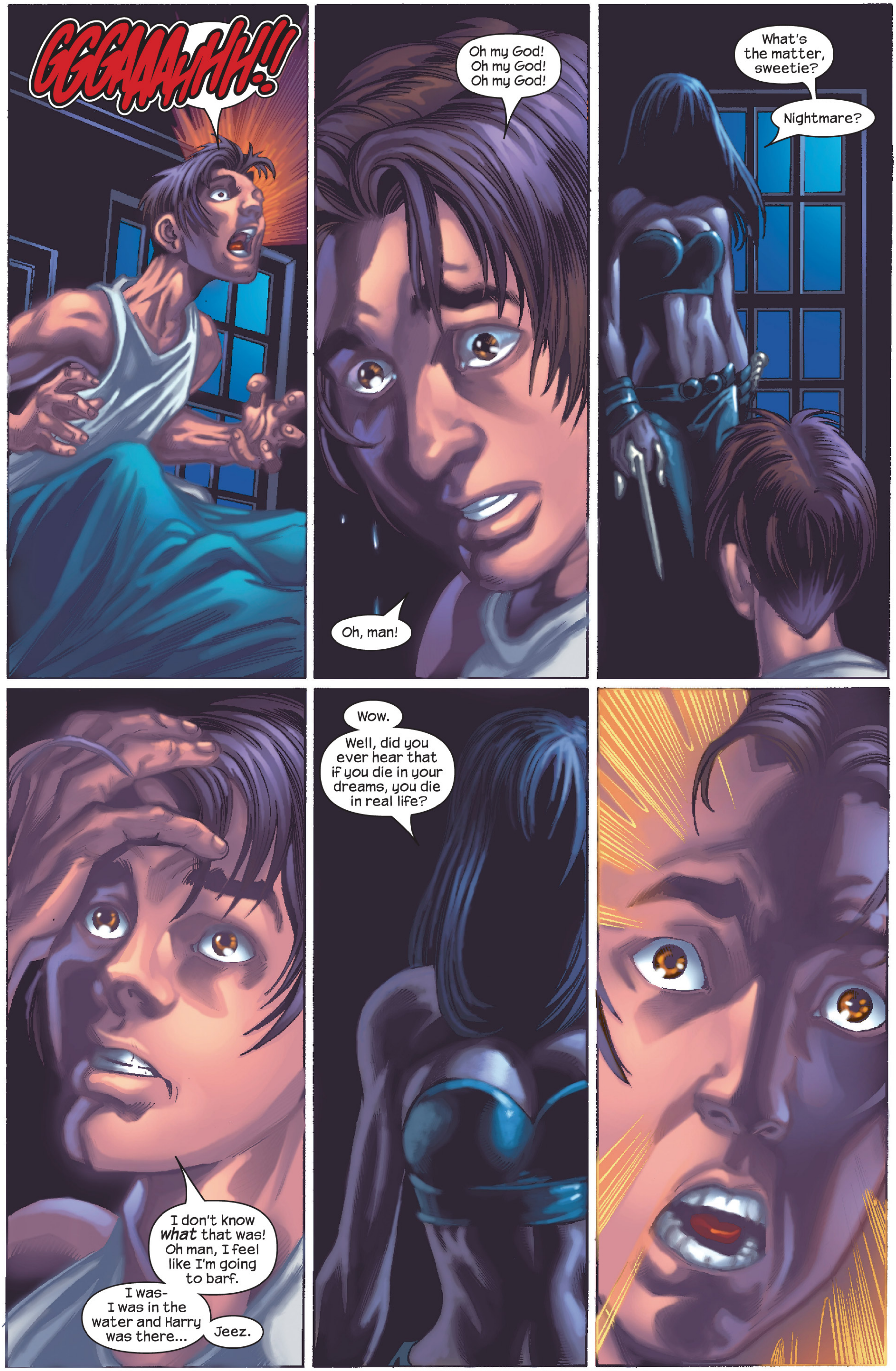

NOOO!! NOOO!!
What are you crying about? *You* killed them.
WAH WAH WAH!
I'M AN ORPHAN TOO! DON'T SEE ME CRYIN'!!
CRY IT UP, PEE-WEE PETER!
YOU KNOW I'M COMING BACK TO KILL YOU, RIGHT?

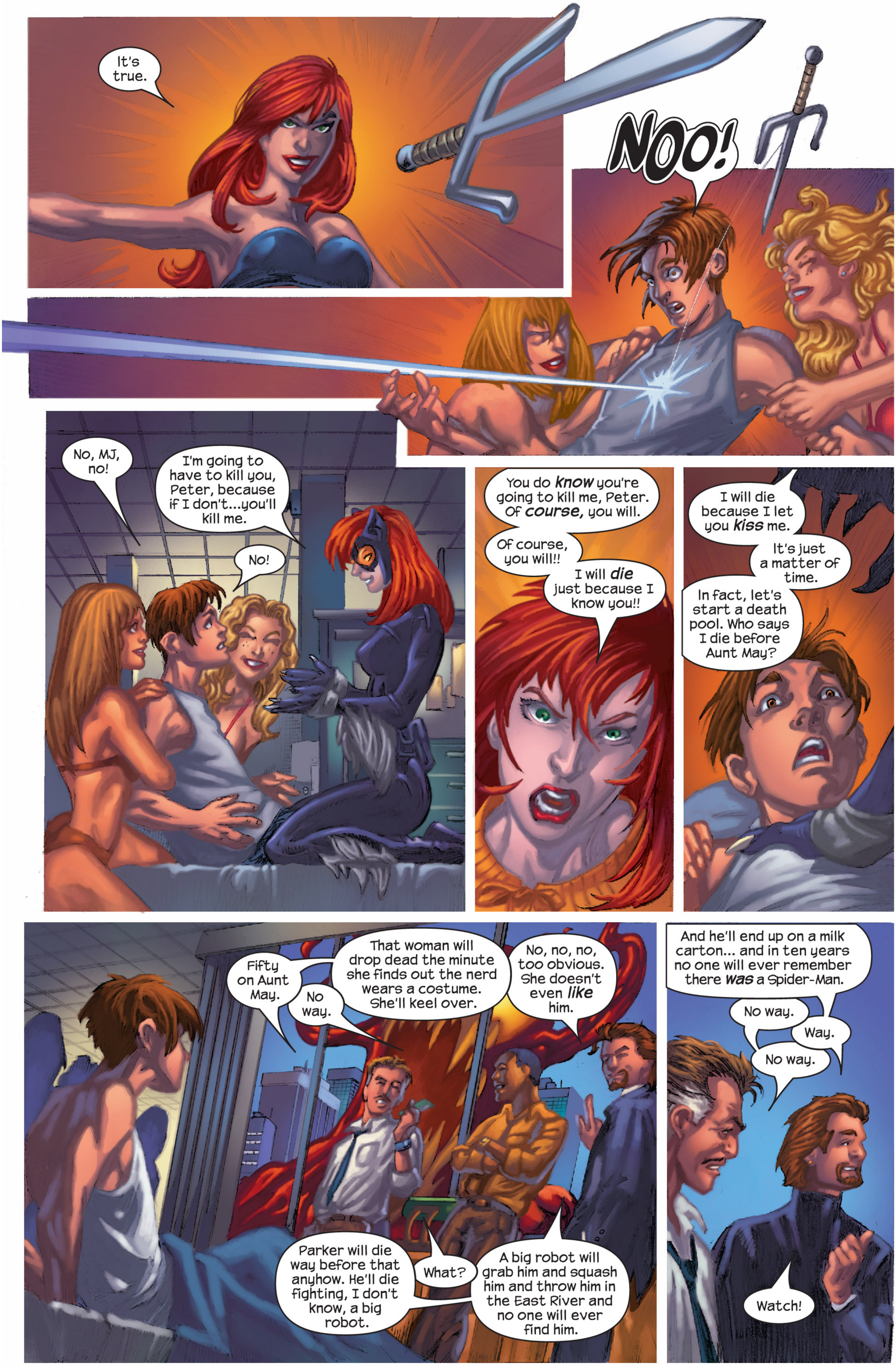

Hello?
Gwen can't hear you, Parker.
She's dead.
H-Harry..?
If you wanted to talk to her all you had to do was ask.
How?
How what?
How can I talk to her?

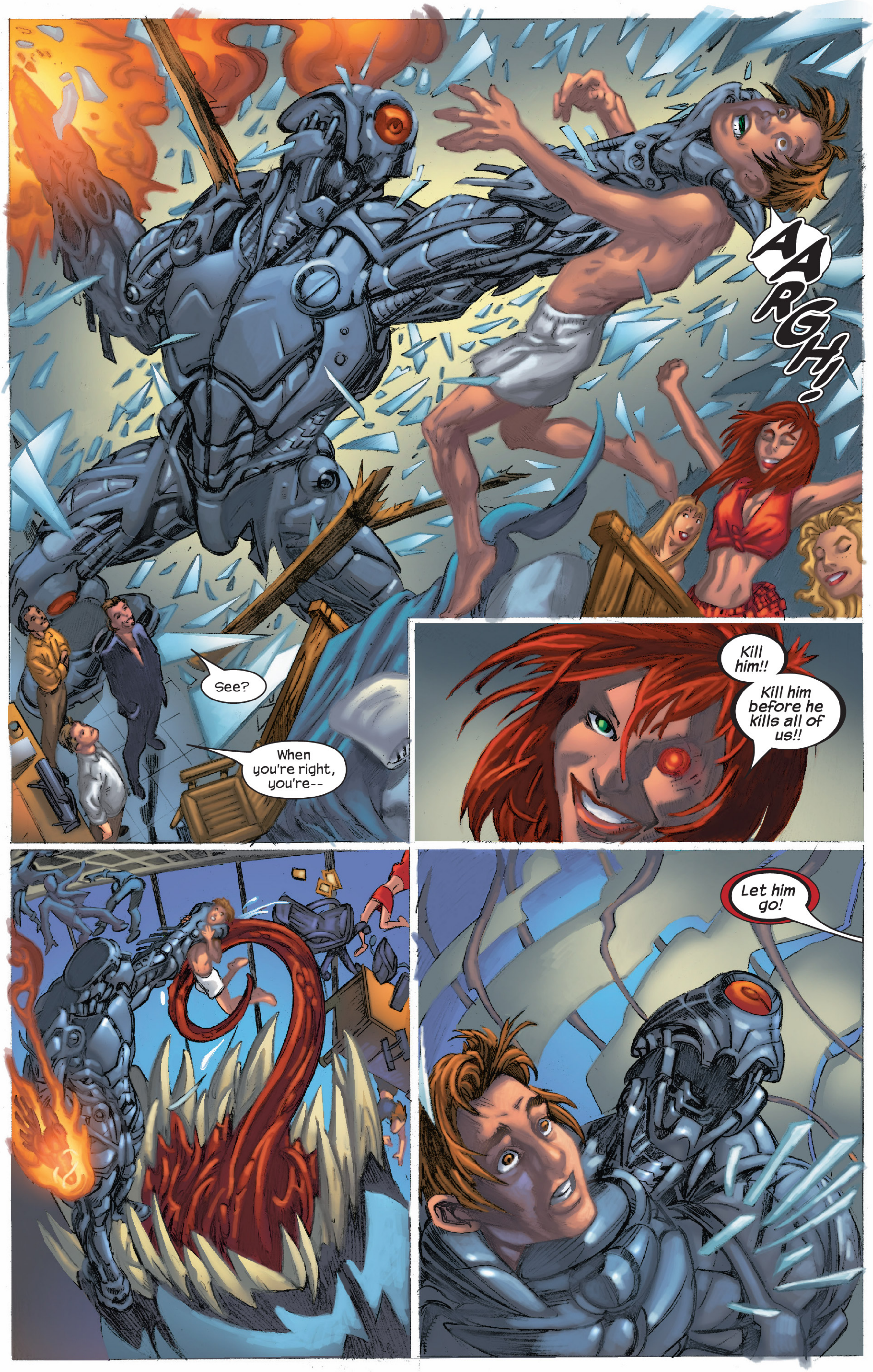

Almost...
Almost...

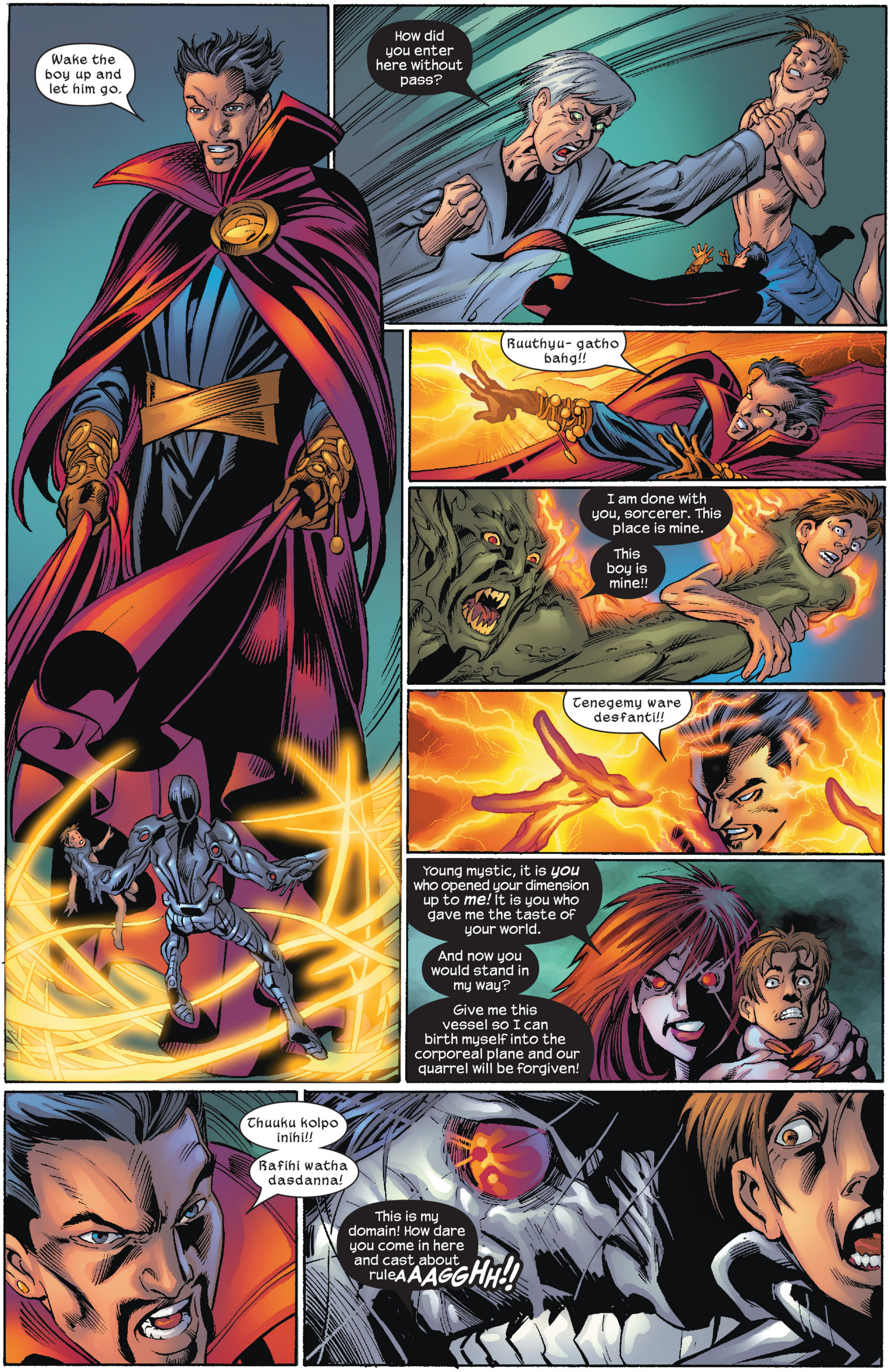

No.
No.
No.
Ugh!!
Wong, is it too much to ask mystic scholars to log their findings in *alphabetical* order?!
I mean, I don't even care what *language.*
I'm not a linguistic snob. All I need is- ew, what language is *this?*
Master...
"Nightmares and nocturnal attacks have been closely connected to dimensional energy shifts across..."
Down further--
"Ardat Lili or Lilitu, an evil Sumerian spirit that--"
No, down further.
"The German word mar/mare, nachtmahr, Hexendrücken..."
After that--
"Dream Dimension is a manifestation of the collective human psyche."
"...the dreams of man take on an independent existence in a dimension that is overseen by a malicious entity that *feeds* off the spiritual energy of the nightmares.
"This being, known by many names throughout mythology, is a sworn foe of the rational processes of the human mind.
"Ancient writings detail many examples of *powerful* men who have declared encounters with this nightmare entity.
"One such story describes how a nightmare demon took possession over Gabriel III-- the country's most powerful warrior, not letting the great warrior out of his sleep state for weeks.
"When the gladiator finally woke, he described horrible nightmare battles that only he could have seen.
"The warrior never recovered and died a short time later."

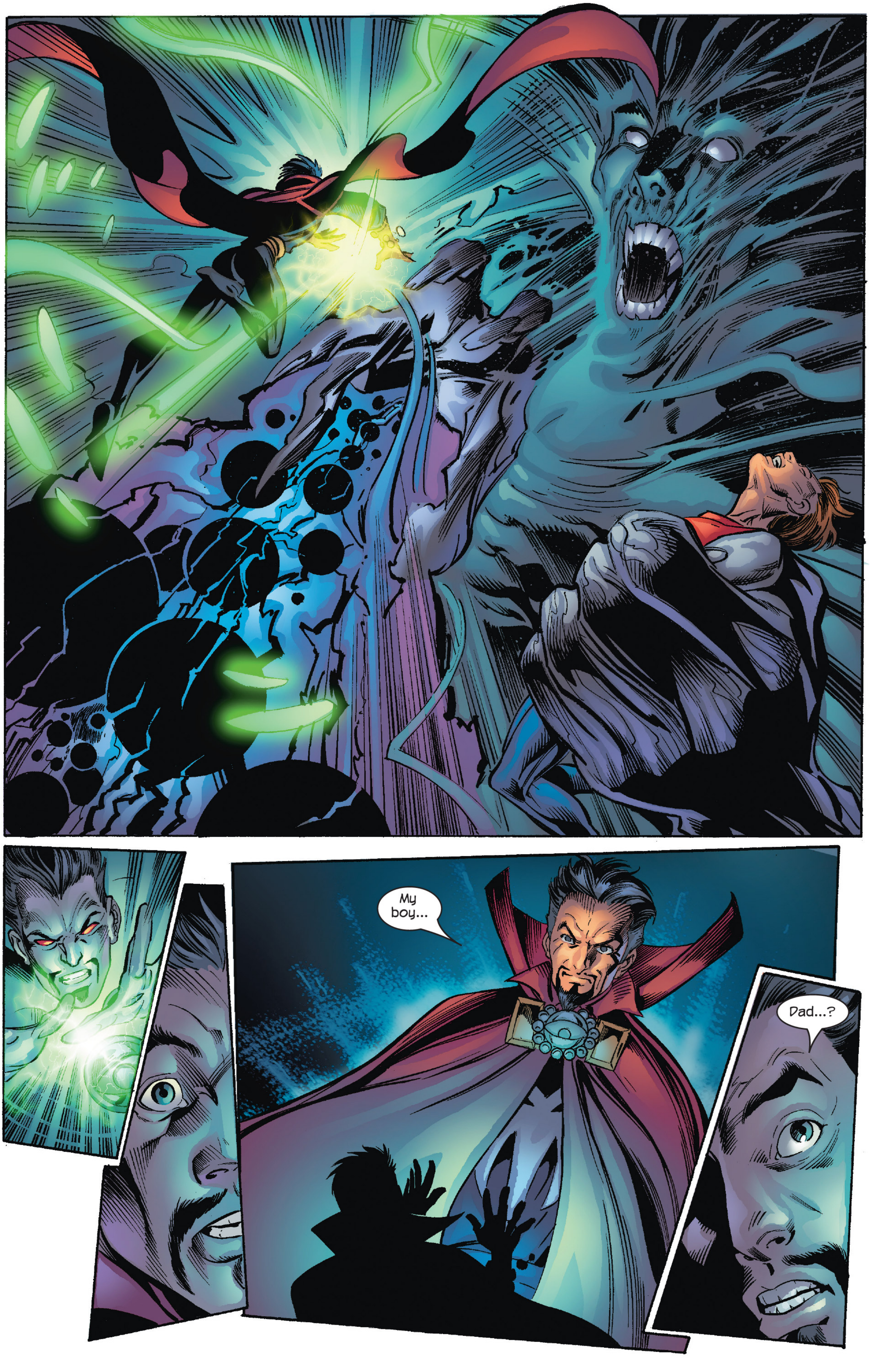

"It has been surmised by many scholars that this dream entity was feeding off of the gladiator...hoping to build enough energy to move into the corporeal dimension--
--to gain direct access to mankind's dream-state."
Wong, prepare the candles and incense.
I'll get the crystals of Agamotto.
Do you feel your spells are *strong* enough for this, master?
Doesn't matter.
Kid's got to wake up.

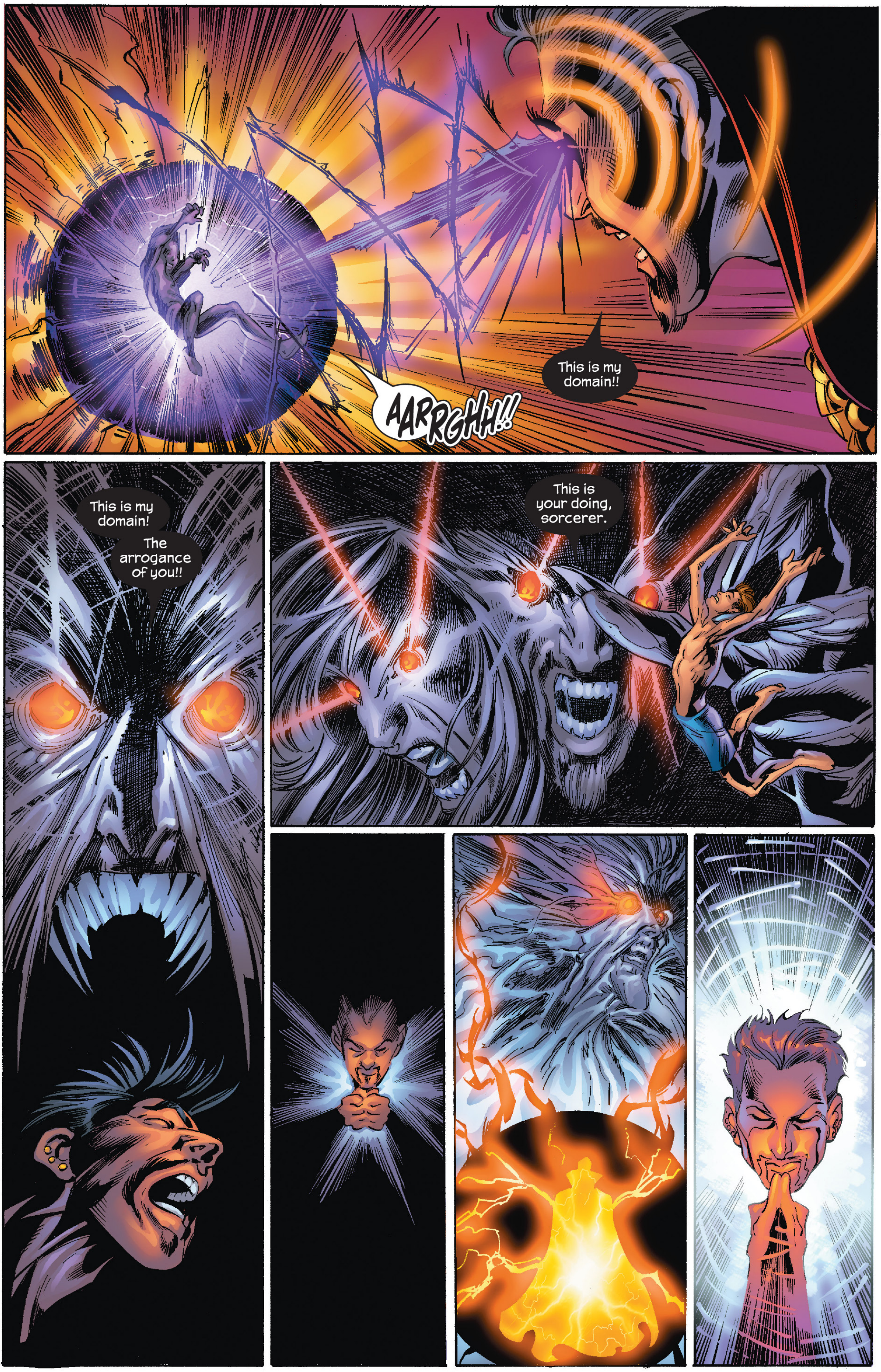

GGGAAAAHH!!
Oh my God! Oh my God! Oh my God!
Oh, man!
What's the matter, sweetie?
Nightmare?
I don't know *what* that was! Oh man, I feel like I'm going to barf.
I was- I was in the water and Harry was there...
Jeez.
Wow.
Well, did you ever hear that if you die in your dreams, you die in real life?

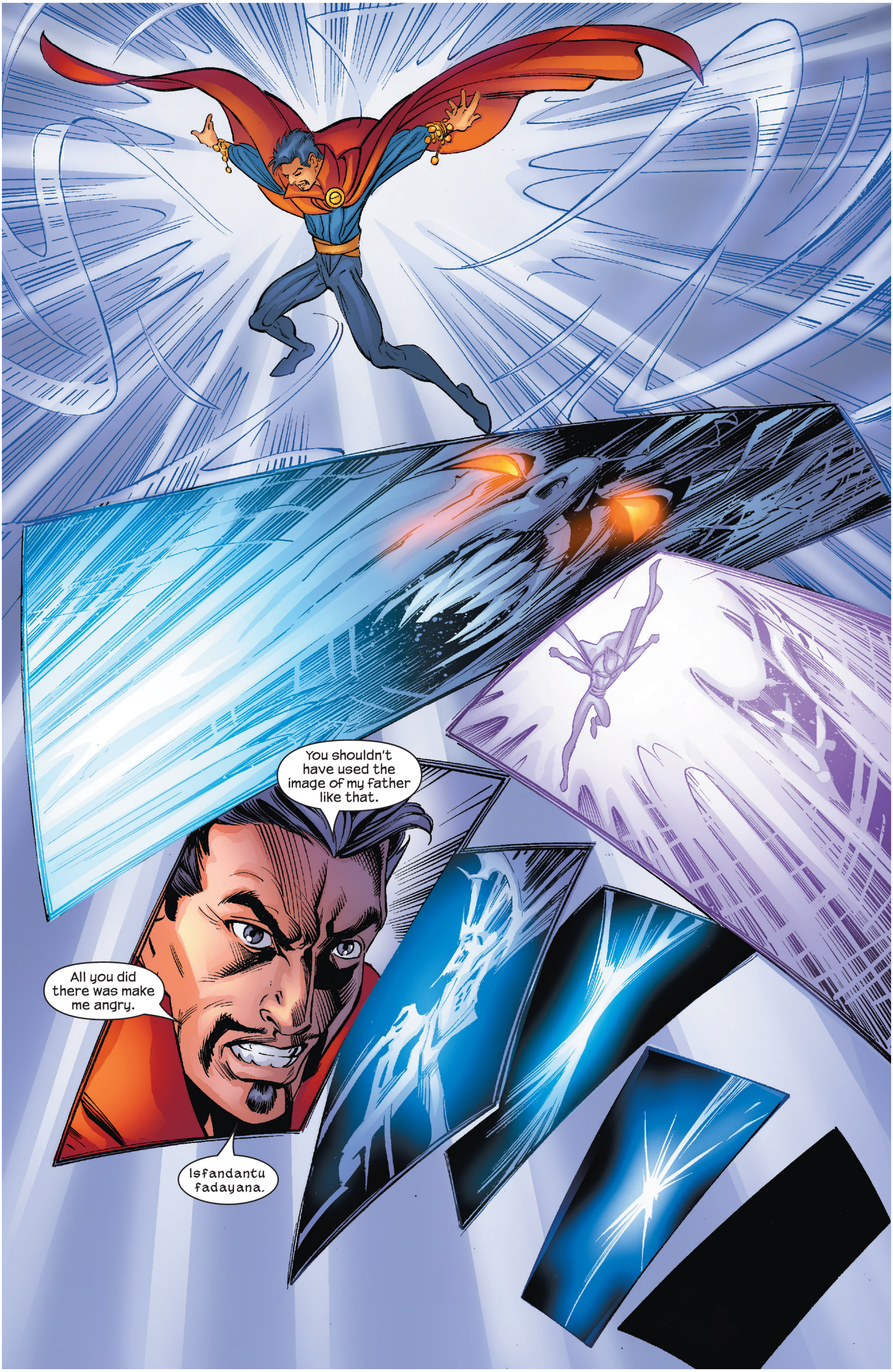

It's true.
NOO!
No, MJ, no!
I'm going to have to kill you, Peter, because if I don't...you'll kill me.
No!
You do *know* you're going to kill me, Peter. Of *course,* you will.
Of course, you will!!
I will *die* just because I know you!!
I will die because I let you *kiss* me.
It's just a matter of time.
In fact, let's start a death pool. Who says I die before Aunt May?
Fifty on Aunt May.
No way.
That woman will drop dead the minute she finds out the nerd wears a costume. She'll keel over.
No, no, no, too obvious. She doesn't even *like* him.
Parker will die way before that anyhow. He'll die fighting, I don't know, a big robot.
What?
A big robot will grab him and squash him and throw him in the East River and no one will ever find him.
And he'll end up on a milk carton... and in ten years no one will ever remember there *was* a Spider-Man.
No way.
Way.
No way.
Watch!

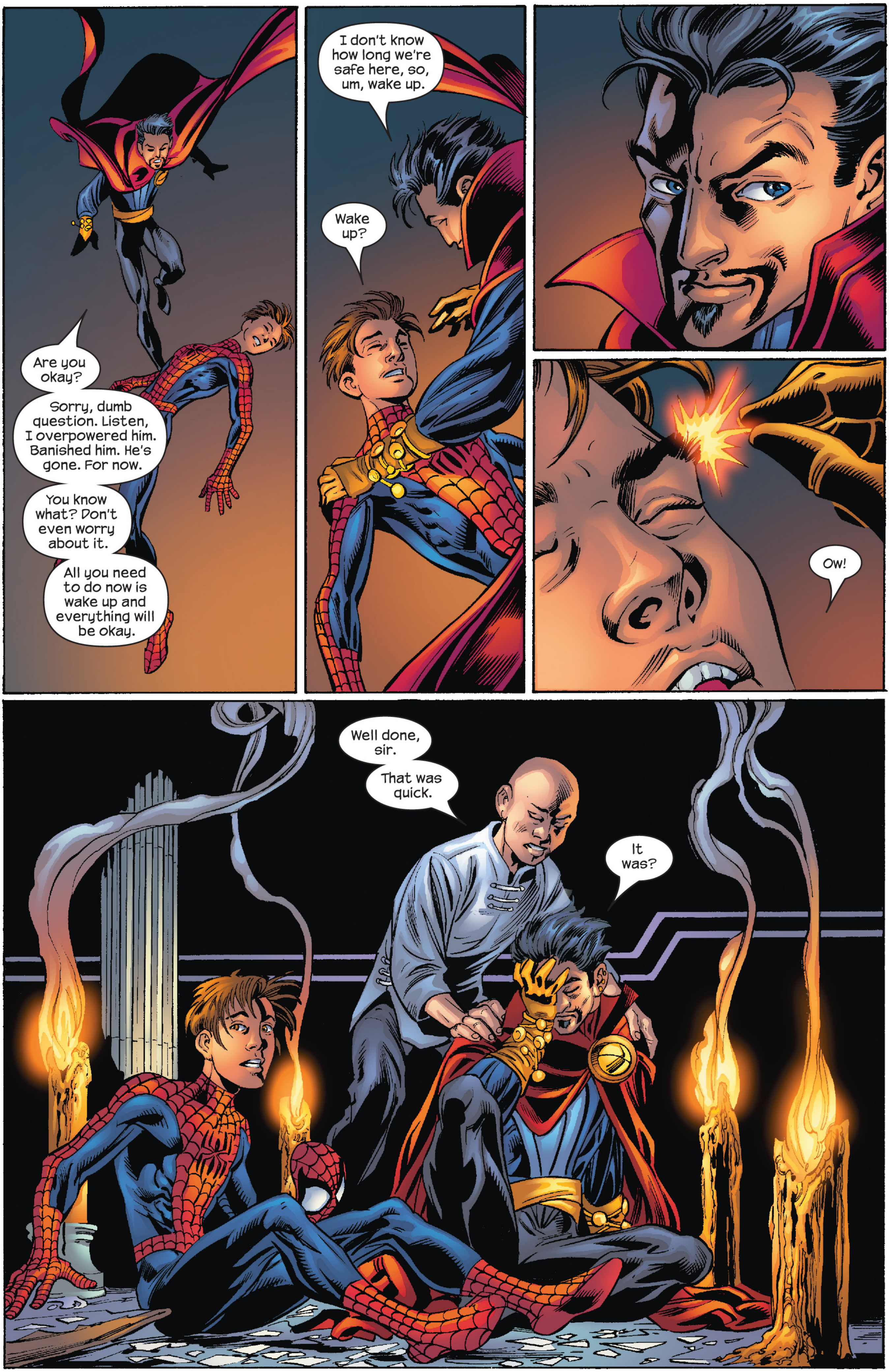

AARGH!
See?
When you're right, you're--
Kill him!!
Kill him before he kills all of us!!
Let him go!

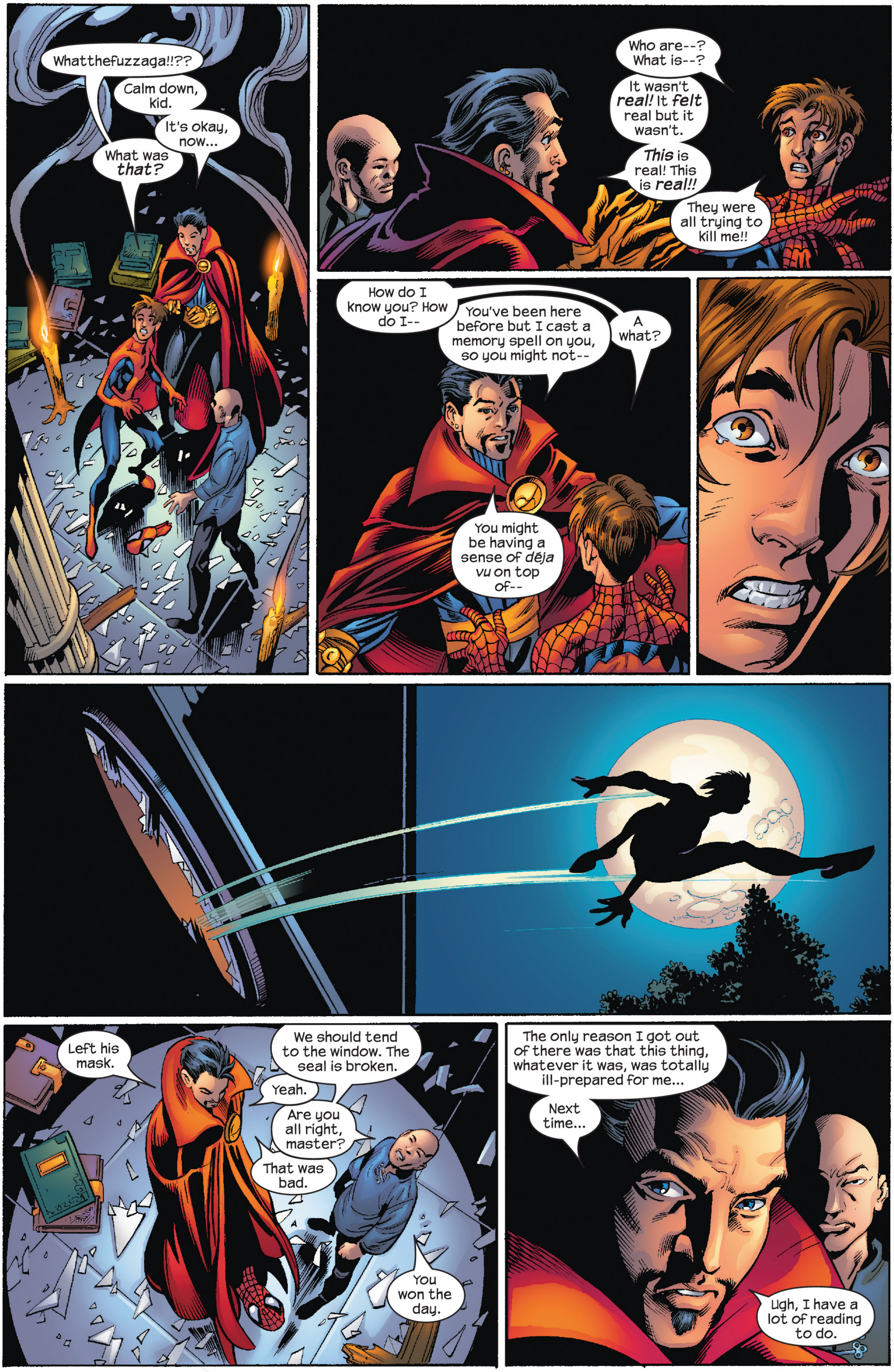

Wake the boy up and let him go.
How did you enter here without pass?
Ruuthyu- gatho bahg!!
I am done with you, sorcerer. This place is mine.
This boy is mine!!
Tenegemy ware desfanti!!
Young mystic, it is **you** who opened your dimension up to **me!** It is you who gave me the taste of your world.
And now you would stand in my way?
Give me this vessel so I can birth myself into the corporeal plane and our quarrel will be forgiven!
Thuuku kolpo inihi!!
Rafihi watha dasdanna!
This is my domain! How dare you come in here and cast about ruleAAAGGHH!!

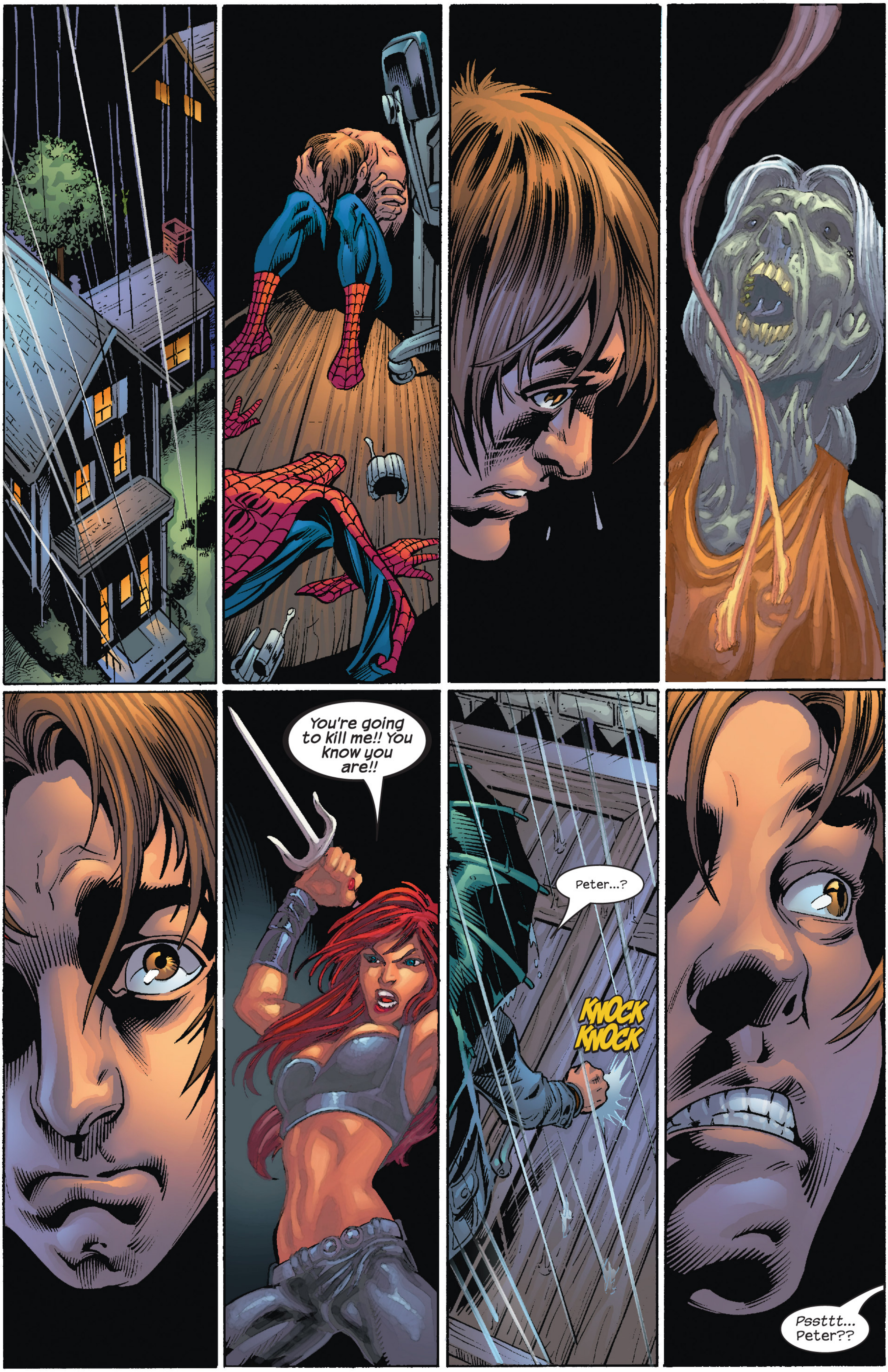

My boy...
Dad...?

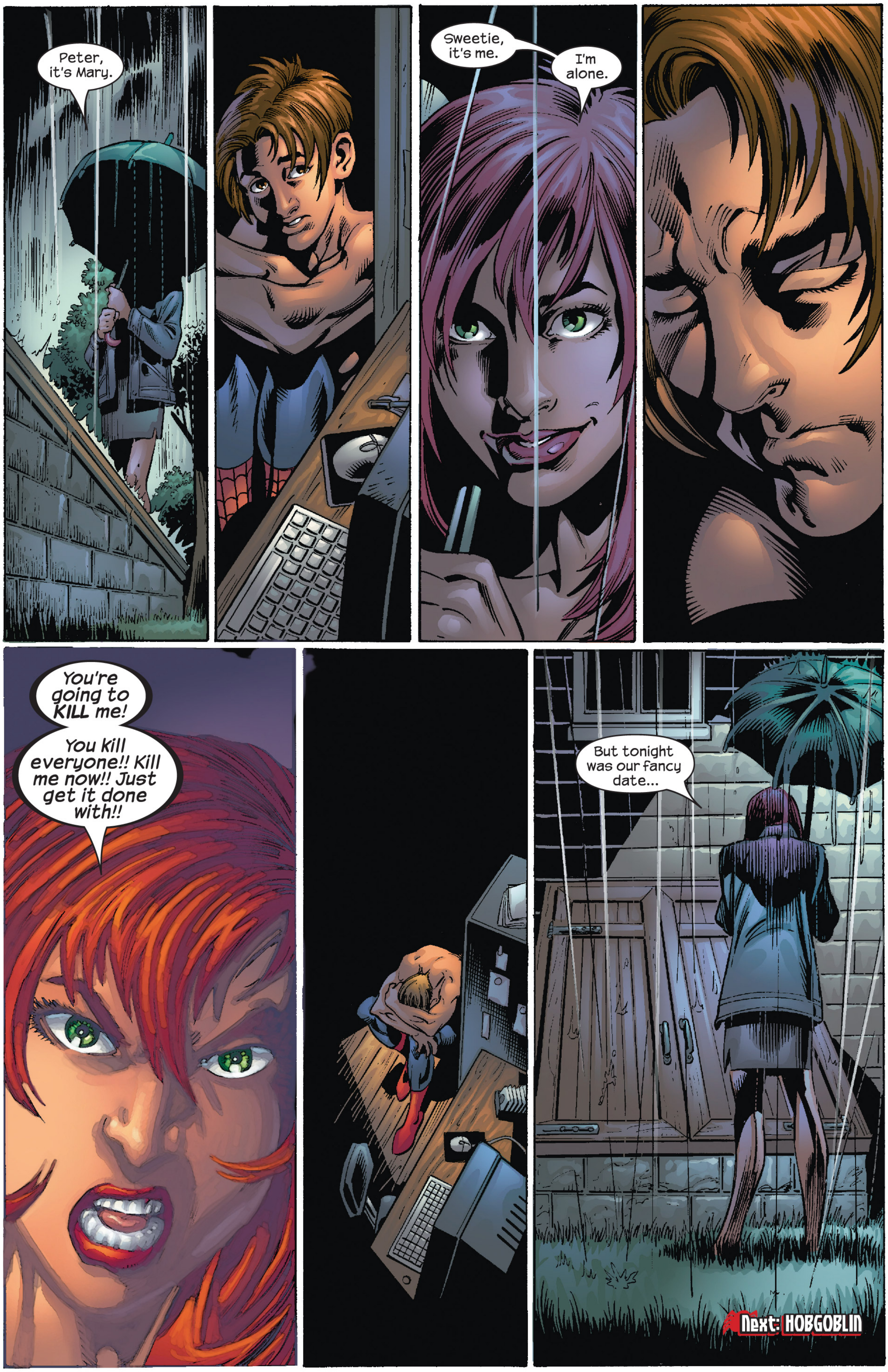

This is my domain!!
AARRGHH!!
This is my domain!
The arrogance of you!!
This is your doing, sorcerer.

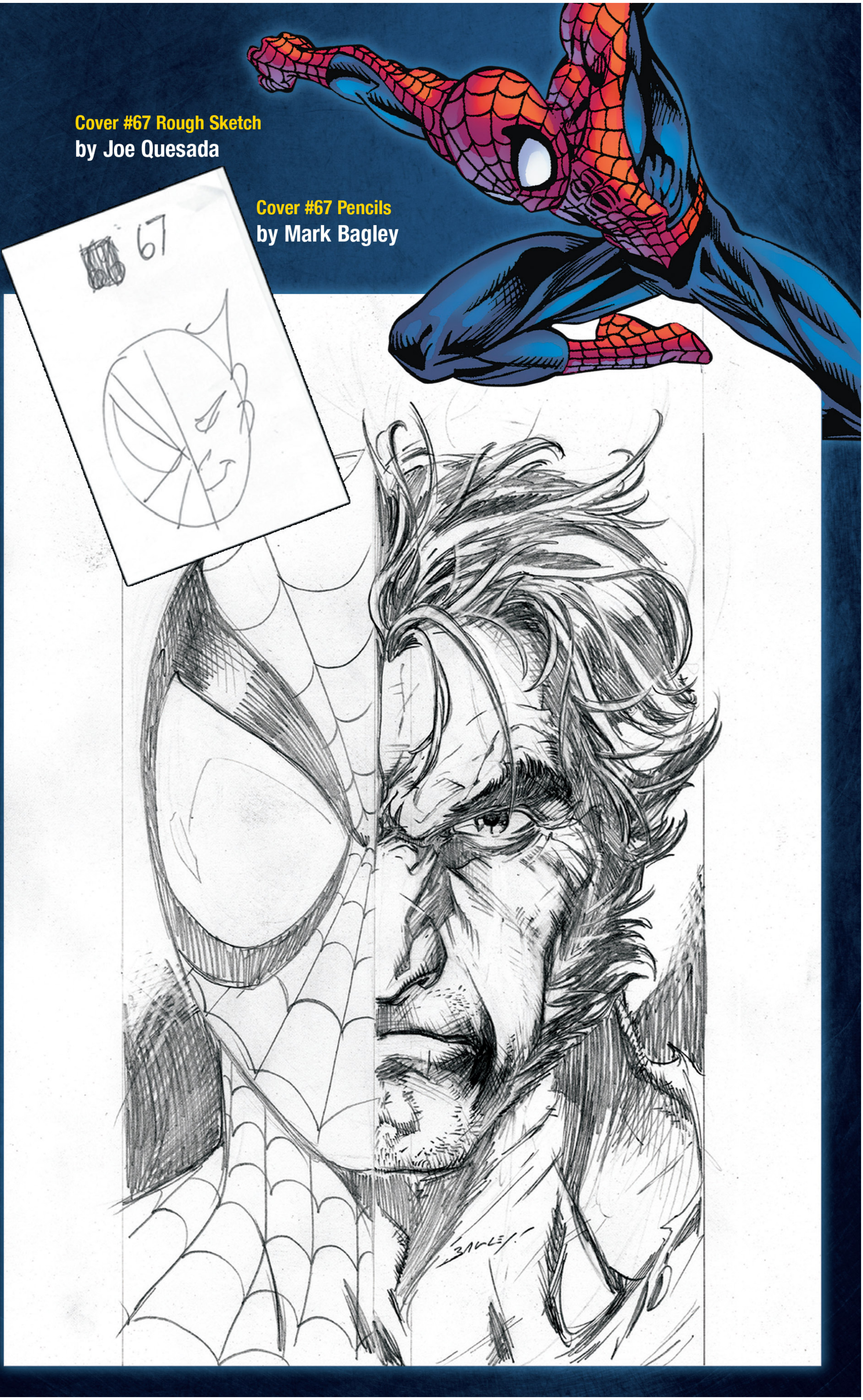

You shouldn't have used the image of my father like that.
All you did there was make me angry.
Isfandantu fadayana.


Are you okay?
Sorry, dumb question. Listen, I overpowered him. Banished him. He's gone. For now.
You know what? Don't even worry about it.
All you need to do now is wake up and everything will be okay.
I don't know how long we're safe here, so, um, wake up.
Wake up?
Ow!
Well done, sir.
That was quick.
It was?


Whatthefuzzaga!!??
Calm down, kid.
It's okay, now...
What was *that?*
Who are--? What is--?
It wasn't *real!* It *felt* real but it wasn't.
This is real! This is *real!!*
They were all trying to kill me!!
How do I know you? How do I--
You've been here before but I cast a memory spell on you, so you might not--
A what?
You might be having a sense of *déja vu* on top of--
Left his mask.
We should tend to the window. The seal is broken.
Yeah.
Are you all right, master?
That was bad.
You won the day.
The only reason I got out of there was that this thing, whatever it was, was totally ill-prepared for me...
Next time...
Ugh, I have a lot of reading to do.


You're going to kill me!! You know you are!!
Peter...?
KNOCK KNOCK
Psttt... Peter??


Peter, it's Mary.
Sweetie, it's me.
I'm alone.
You're going to KILL me!
You kill everyone!! Kill me now!! Just get it done with!!
But tonight was our fancy date...
Next: HOBGOBLIN



Cover #67 Rough Sketch
by Joe Quesada

Cover #67 Pencils
by Mark Bagley

FREAKY SCHOOL DAY!

A bizarre occurrence brings Spider-Man and Wolverine together for the weirdest team-up in super-hero history! As the two struggle to get to the bottom of this mystery, their lives literally unravel. Why are both heroes too concerned with their own lives to work together?

Plus: Johnny Storm realizes that despite his new flame powers and fame on the horizon, he still doesn't have a high-school diploma. Where does the young New Yorker enroll? Why, none other than a certain Queens high school that also counts one Peter Parker – Spider-Man – as a student. And in the midst of Peter's bizarre dreams and flashbacks, he goes to see the one man who might be able to help him: Dr. Stephen Strange, Master of the Mystic Arts! Special appearance by the Ultimates, too!

Collecting Ultimate Spider-Man #66-71, written by **Brian Michael Bendis** (Uncanny X-Men) and illustrated by **Mark Bagley** (Fantastic Four).